

LATHAM & WATKINS LLP

FIRM / AFFILIATE OFFICES

Barcelona	New Jersey
Brussels	New York
Chicago	Northern Virginia
Dubai	Orange County
Frankfurt	Paris
Hamburg	Rome
Hong Kong	San Diego
London	San Francisco
Los Angeles	Shanghai
Madrid	Silicon Valley
Milan	Singapore
Moscow	Tokyo
Munich	Washington, D.C.

August 22, 2008

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: Application of Time Warner Cable Information Services (Alabama), LLC et. al.
for Consent to a Transfer of Control, WC Docket No. 08-157

Dear Ms. Dortch:

Time Warner Cable Inc. ("TWC") hereby responds to the following questions raised in regard to the above-referenced application (the "Application") by Dennis Johnson of the Wireline Competition Bureau in a telephone conversation on August 19, 2008 with the undersigned counsel for TWC:

(1) Please confirm whether the Applicants provide interstate telecommunications services and, if so, identify these services more specifically.

The Applicants provide interstate telecommunications to wholesale and retail customers in the form of point-to-point transmission offerings.

(2) Please review the list of Applicants and the list states in which the Applicants provide service contained in the response to Question 7, and clarify any discrepancies.

In addition to the states identified in response to Question 7, TWC affiliates provide the interstate telecommunications described above in Idaho, Pennsylvania, and Washington. Attached is an amended Application revising the caption and response to Question 7 to reflect this fact.

(3) Please provide an update on the expected timing of the decision whether Time Warner Inc. will elect the "spin-off" or the "split-off" option described in the Application.

The Separation Agreement, as defined in the Application, provides that the decision whether to elect the "spin-off" or the "split-off" is within the discretion of Time Warner Inc. ("TWX"). The Separation Agreement requires TWX to make the election only after all conditions to the transaction, including the receipt of approvals from this Commission, are

LATHAM & WATKINS^{LLP}

satisfied. Therefore, neither TWC nor the Applicants have any additional information regarding the "spin-off" or "split-off" election at this time.

Please contact the undersigned should you have any questions in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Richard R. Cameron". The signature is fluid and written in dark ink.

Richard R. Cameron
Counsel for Time Warner Cable Inc.

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

Application of

Time Warner Cable Information Services (Alabama), LLC
Time Warner Cable Information Services (Arizona), LLC
Time Warner Cable Information Services (California), LLC
Time Warner Cable Information Services (Georgia), LLC
Time Warner Cable Information Services (Hawaii), LLC
Time Warner Cable Information Services (Idaho), LLC
Time Warner Cable Information Services (Indiana), LLC
Time Warner Cable Information Services (Kansas), LLC
Time Warner Cable Information Services (Kentucky), LLC
Time Warner Cable Information Services (Maine), LLC
Time Warner Cable Information Services (Massachusetts), LLC
Time Warner Cable Information Services (Missouri), LLC
Time Warner Cable Information Services (Nebraska), LLC
Time Warner Cable Information Services (New Hampshire), LLC
Time Warner Cable Information Services (New Jersey), LLC
Time Warner ResCom of New York, LLC
Time Warner Cable Information Services (North Carolina), LLC
Time Warner Cable Information Services (Ohio), LLC
Time Warner Cable Information Services (Oklahoma), LLC
Time Warner Cable Information Services (Pennsylvania), LLC
Time Warner Cable Information Services (South Carolina), LLC
Time Warner Cable Information Services (Texas), LLC
Time Warner Cable Information Services (Virginia), LLC
Time Warner Cable Information Services (Washington), LLC
Time Warner Cable Information Services (West Virginia), LLC
Time Warner Cable Information Services (Wisconsin), LLC

WC Docket No. 08-157

For Consent to a Transfer of Control

**Amended Joint Application for Consent to a Transfer of Control
(Eligible for Streamlined Processing)**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”), 47 U.S.C. § 214, and Section 63.04 of the Commission’s rules, 47 C.F.R. § 63.04, the entities captioned above (the “Applicants”) hereby request Commission consent to a transfer of control resulting from the spin-off or split-off (the “Transaction,” consisting of an internal

restructuring and a Separation Transaction, as defined and described in greater detail below) of Time Warner Cable Inc. (“TWC”) from Time Warner Inc. (“TWX”).¹

This Application qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because the Applicants have a market share in the interstate interexchange market of less than 10 percent, the Applicants provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction, and neither the Applicants, nor TWC, nor TWX is dominant with respect to any telecommunications service.²

The proposed Transaction will be seamless and transparent to customers of the Applicants. The Applicants will continue to offer service to their customers under the same name, and will continue to be led by their existing, experienced management team. No existing service will be discontinued, reduced, or impaired as a result of the Transaction, nor will the Transaction cause any change to any customer’s service provider. Thus, the Transaction will not cause any interruption in service to customers, nor will it cause any change to the rates, terms or conditions governing the Applicants’ services.

In accordance with the requirements of Section 63.04(a) of the Commission’s rules, the Applicants provide the following information:

¹ As discussed below, the Applicants believe that the Transaction is *pro forma* under the Commission’s rules, *see* 47 C.F.R. §§ 63.03(d), 63.24(d). Nevertheless, the Applicants are filing this Application because the Commission has recently issued a Public Notice in connection with other filings made by affiliates of the Applicants in connection with the Transaction. *See* Public Notice, *Time Warner Seeks FCC Consent to Assign or Transfer (sic) Control of Licenses and Authorizations in Connection with Time Warner Cable Separation*, MB Docket No. 08-120, DA 08-1574 (rel. July 1, 2008).

² 47 C.F.R. § 63.03(b)(2)(i). In the alternative, if the Commission prefers as a matter of convenience to process this Application together with other related applications filed in connection with the Transaction, the Applicants will have no objection if the Commission removes this Application from streamlined processing pursuant to Section 63.03(c) of the Commission’s rules, 47 C.F.R. § 63.03(c).

(1) Name, address and telephone number of each applicant.

Transferor:

Time Warner Inc.
One Time Warner Center
New York City, NY 10019
(212) 484-8000

Transferee and Applicants:

Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
(212) 364-8200

(2) State under which each applicant is organized.

Each of TWX, TWC, and the above-captioned Applicants is organized under the laws of the State of Delaware.

(3) Legal counsel to whom correspondence concerning the application is to be addressed.

For Transferor:

Edward Weiss
Senior Vice President and Deputy General Counsel
Time Warner Inc.
One Time Warner Center
New York, New York 10019
(212) 484-8000 (Tel)
ed.weiss@timewarner.com

Susan A. Mort
Senior Counsel
Time Warner Inc.
800 Connecticut Avenue, N.W., Suite 800
Washington, D.C. 20006
(202) 530-5460 (Tel)
(202) 530-3442 (Fax)
susan.mort@timewarner.com

with a copy to:

Michael H. Hammer
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006-1238
(202) 303-1110 (Tel)
(202) 303-02110 (Fax)
mhammer@willkie.com

For Transferee and Applicants:

Julie P. Laine
Vice President & Chief Counsel, Telephony
Time Warner Cable Inc.
290 Harbor Drive
Stamford, Connecticut 06902
(203) 328-0671 (Tel)
(203) 328-4042 (Fax)
julie.laine@twcable.com

with a copy to:

Matthew Brill
Richard R. Cameron
Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004
(202) 637-2200 (Tel)
(202) 637-2201 (Fax)
matthew.brill@lw.com
richard.cameron@lw.com

- (4) **Name, Address, Citizenship, Principal Business, and Percentage Ownership of Entities that directly or indirectly own at least 10 percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent).**

For Transferor:

TWX is a publicly traded corporation organized under the laws of the state of Delaware and, through its operating subsidiaries, is a provider of diversified media services. Based on a review of public filings with the Securities and Exchange Commission, no person or

entity holds a 10 percent or greater ownership interest in TWX, and no person will do so following the completion of the Transaction.

For Transferee:

TWC is a publicly traded corporation organized under the laws of the state of Delaware and, through its operating subsidiaries, is the second-largest cable operator in the United States and provides video, broadband Internet access, high-speed data, telecommunications, and Voice over Internet Protocol services to customers in 27 states across the nation. Immediately prior to the Transaction, the following entities will directly or indirectly own at least 10 percent of the equity of TWC:

Name:	Time Warner Inc.
Address:	One Time Warner Center New York, New York 10019
Citizenship:	Delaware
Principal Business:	Diversified Media
Percentage Ownership:	Approximately 84 percent economic and 90.6 percent voting interest in TWC

The remaining 16 percent of the equity (holding 9 percent of the votes) of TWC is publicly traded. Based on a review of public filings with the Securities and Exchange Commission, no other person or entity holds a 10 percent or greater ownership interest in TWC.

As described herein, to complete the Transaction, TWX will distribute to some or all of its shareholders all of the shares it holds of TWC, so that such TWX shareholders will hold these shares of TWC directly, rather than indirectly as they do today. Following the completion of the Transaction, based on a review of public filings with the Securities and Exchange Commission, no person or entity is expected to hold a 10 percent or greater ownership interest in TWC.

For Applicants:

Each of the above-captioned Applicants is a limited liability company organized under the laws of the state of Delaware, and is authorized to provide intrastate and domestic interstate telecommunications services. Immediately prior to the Transaction, the following entities will directly or indirectly own at least 10 percent of the equity of each Applicant:

Name:	TWC Digital Phone LLC
Address:	c/o Time Warner Cable Inc. One Time Warner Center, North Tower New York, New York 10019
Citizenship:	Delaware
Principal Business:	Holding Company
Percentage Ownership:	100 percent of each Applicant, except that TWC Digital Phone has no ownership interest in Time Warner Cable Information Services (Missouri), LLC, Time Warner Cable Information Services (South Carolina), LLC, and Time Warner Cable Information Services (Wisconsin), LLC

Name:	Time Warner Cable of Southeastern Wisconsin, L.P.
Address:	c/o Time Warner Cable Inc. One Time Warner Center, North Tower New York, New York 10019
Citizenship:	Delaware
Principal Business:	Holding Company
Percentage Ownership:	40 percent of Time Warner Cable Information Services (Wisconsin), LLC

Name:	Century Venture Corporation
Address:	c/o Time Warner Cable Inc. One Time Warner Center, North Tower New York, New York 10019
Citizenship:	Delaware
Principal Business:	Holding Company
Percentage Ownership:	11 percent of Time Warner Cable Information Services (Wisconsin), LLC

Name: **Time Warner Entertainment – Advance/Newhouse Partnership**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: New York
Principal Business: Holding Company
Percentage Ownership: 40 percent of TWC Digital Phone LLC
94 percent of Time Warner Cable Information Services (Missouri), LLC
91 percent of Time Warner Cable Information Services (South Carolina), LLC

Name: **TWE-A/N Holdco, L.P.**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage Ownership: 97.12 percent of Time Warner Entertainment – Advance/Newhouse Partnership

Name: **TWE-A/N Holdings I, LLC**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage Ownership: 99 percent of TWE-A/N Holdco, L.P.

Name: **Time Warner Entertainment Company, L.P.**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage Ownership: 100 percent of TWE-A/N Holdings I, LLC
100 percent of Century Venture Corporation
100 percent of Time Warner Cable of Southeastern Wisconsin, L.P.
34 percent of TWC Digital Phone LLC
47 percent of Time Warner Cable Information Services (Wisconsin), LLC

Name: **TWE GP Holdings LLC**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage Ownership: 51.55 percent of Time Warner Entertainment Company, L.P.

Name: **Time Warner NY Cable LLC**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage Ownership: 100 percent of TWE GP Holdings LLC
3.75 percent limited partnership interest in Time Warner Entertainment Company, L.P.
16 percent of TWC Digital Phone LLC

Name: **TW NY Cable Holding Inc.**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage Ownership: 100 percent of Time Warner NY Cable LLC

Name: **Time Warner Cable LLC**
Address: c/o Time Warner Cable Inc.
One Time Warner Center, North Tower
New York, New York 10019
Citizenship: Delaware
Principal Business: Holding Company
Percentage Ownership: 87.57 percent of TW NY Cable Holding Inc.

Name: **Time Warner Cable Inc.**
Address: One Time Warner Center, North Tower
New York City, NY 10019
Citizenship: Delaware
Principal Business: Communications
Percentage Ownership: 100 percent of Time Warner Cable LLC
12.43 percent of TW NY Cable Holding Inc.

Name:	Time Warner Inc.
Address:	One Time Warner Center New York City, NY 10019
Citizenship:	Delaware
Principal Business:	Diversified Media
Percentage Ownership:	Approximately 84 percent economic and 90.6 percent voting interest in Time Warner Cable Inc.

As described herein, to complete the Transaction, TWX will distribute to some or all of its shareholders all of the shares it holds of TWC, so that such TWX shareholders will hold these shares of TWC directly, rather than indirectly as they do today. Following the completion of the Transaction, based on a review of public filings with the Securities and Exchange Commission, no person or entity is expected to hold a 10 percent or greater ownership interest in TWC.

Organizational charts showing the principal entities that will hold a direct or indirect ownership interest in each Applicant following the completion of the Transaction are attached as Exhibit A.

(5) Certification pursuant to sections 1.2001 through 1.2003 that no party to the application is subject to a denial of Federal benefits.

By the signatures of their authorized representatives below, the TWX, TWC and Applicants each certify that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the Transaction.

This Application requests Commission consent to the transfer of control of the above-captioned Applicants, each of which holds blanket authority pursuant to Section 63.01(a) of the Commission's rules, 47 C.F.R. § 63.01(a), to provide domestic interstate telecommunications services. Each of the Applicants is an indirect, wholly owned subsidiary of TWC. At present, approximately 84 percent of the common stock of TWC (representing a 90.6

percent voting interest) is owned indirectly by TWX, which is a widely held public company with no shareholder holding a ten percent or greater equity or voting interest. Thus, the current public shareholders of TWX ultimately control TWC and the Applicants. Upon consummation of the series of internal restructuring transactions described below, TWX will distribute to some or all of its shareholders all of the shares it holds of TWC, so that such TWX shareholders will hold these shares of TWC directly, rather than indirectly as they do today.

On May 20, 2008, TWX and TWC, along with certain of their respective subsidiaries, entered into a Separation Agreement that provides for a separation of TWC from TWX (the "Separation Transaction"). In connection with the Separation Transaction, TWX and its subsidiaries will, after satisfaction of customary conditions to the Separation Transaction, including receipt of all required regulatory approvals, engage in an internal restructuring. (The internal restructuring and the Separation Transaction are referred to collectively as the "Transaction.") The internal restructuring has several steps. *First*, Time Warner Companies, Inc. will merge with and into Historic TW Inc., with Historic TW Inc. surviving the merger. *Second*, American Television and Communications Corporation ("ATC") will merge with and into Historic TW Inc., with Historic TW Inc. surviving the merger. As a result of these two *pro forma* transfers of control, Warner Communications Inc. ("WCI") will become a direct subsidiary of Historic TW Inc. *Third*, WCI will transfer all of its shares of TWC to Historic TW Inc. in exchange for a portion of the shares of WCI presently held by Historic TW Inc. Accordingly, TWC will become a direct majority-owned subsidiary of Historic TW Inc.³ *Finally*, Historic TW Inc. will transfer all of the shares of TWC held by it (including those received by Historic TW Inc. in connection with the TWNY Exchange, as described below) to

³ WCI will remain under the control of Historic TW Inc.

TWX in exchange for a portion of the shares of Historic TW Inc. held by TWX.⁴ As a result, TWX will become the direct corporate parent of TWC and will hold all of its issued and outstanding equity not already held by the public.⁵ In addition, TWX also indirectly owns a 12.43% non-voting interest in the common stock of an indirect subsidiary of TWC, TW NY Cable Holding Inc. (“TWN Y”). As part of the Transaction, and after the merger of ATC described above, Historic TW Inc. will exchange the 12.43% interest in TWNY for 80 million shares of Time Warner Cable Class A Common Stock (the “TWN Y Exchange”). The shares received by Historic TW Inc. in connection with the TWNY Exchange will (prior to the Separation Transaction) be transferred to TWX as described above. The full terms of the Separation Transaction are set forth in the Separation Agreement, which is available online at <http://www.sec.gov/Archives/edgar/data/1105705/000095014408004413/g13642exv99w1.htm>.

After completion of the internal restructuring, TWX will consummate the Separation Transaction. Specifically, TWX will transfer to its shareholders its entire ownership of TWC either through a “spin-off” or a “split-off” or a combination thereof. If a spin-off is elected, TWX will distribute to all of its shareholders a *pro rata* number of shares of TWC. If a split-off is elected, TWX will offer its shareholders the opportunity to exchange their shares of TWX stock for a specified number of shares of TWC stock. Following the split off, any shares of TWC not distributed pursuant to the exchange would be distributed on a *pro rata* basis to all TWX shareholders. As a result of the consummation of the Separation Transaction, TWX will no longer have any ownership interest in TWC, and TWX will no longer be the indirect parent of

⁴ Historic TW Inc. will remain a wholly owned subsidiary of TWX following the exchange (with a minority interest held by another subsidiary of TWX).

⁵ Approximately 16 percent of TWC’s common stock is already held directly by public shareholders.

the Applicants. TWC will be managed by its own board of directors.⁶ After consummation of the Separation Transaction, the shareholders of TWX who receive shares of TWC either through the spin off or split off, together with the current public shareholders of TWC, will control TWC directly.⁷

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area.

The Applicants are telecommunications carriers in the states of Alabama, Arizona, California, Georgia, Hawaii, Idaho, Indiana, Kansas, Kentucky, Maine, Massachusetts, Missouri, Nebraska, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, South Carolina, Texas, Virginia, Washington, West Virginia, and Wisconsin. They offer telecommunications to wholesale and retail business customers in these states.

(8) Statement on how the application fits into one or more of the presumptive streamlined categories or why it is otherwise appropriate for streamlined treatment.

This Application qualifies for streamlined processing pursuant to Section 63.03(b)(2)(i) because the Applicants have a market share in the interstate interexchange market of less than 10 percent, the Applicants provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the Transaction, and neither the Applicants, nor TWC, nor

⁶ Jeffrey Bewkes, President & CEO of TWX, intends to resign as a Director of Time Warner Cable Inc. upon consummation of the Separation Transaction.

⁷ Because the Transaction involves an internal corporate restructuring and a spin off or split off to shareholders, and does not involve a substantial change in ownership or control of the Applicants, the Applicants believe that the Transaction should qualify for *pro forma* treatment under the Commission's rules, 47 C.F.R. § 63.03(d). See Cable Television Relay Service Application of Time Warner NY Cable LLC, Exhibit B-2, MB Docket No. 08-120 (filed June 13, 2008). Nevertheless, the Applicants are filing this Application because the Commission has recently issued a Public Notice in connection with other Commission filings made in connection with the Transaction. See Note 1, above.

TWX is dominant with respect to any telecommunications service.⁸ As the Commission has explained, “[w]here facilities-based carriers proposing to combine are not dominant with respect to any service . . . , it is extremely unlikely that the proposed combination could result in a public interest harm, particularly where their combined market shares are relatively low.”⁹

Here, the Applicants are all authorized to provide competitive interstate, interexchange telecommunications services in competition with one or more large incumbent local exchange carriers. Each of their market shares is well below the 10 percent threshold established by the Commission. Moreover, the Transaction would not result in the combination of any Applicant with any other telecommunications service provider, or any new affiliation of an Applicant with any other telecommunications service provider. Therefore, the planned merger will not increase concentration in the market for any telecommunications service.¹⁰

(9) Identification of all other Commission applications related to the same transaction.

Concurrently with this Application, TWC Communications, LLC is filing an application for Commission consent, to the extent necessary, to the transfer of control of international Section 214 authorization originally granted in File No. ITC-214-20030117-00043.

⁸ 47 C.F.R. § 63.03(b)(2)(i); *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, ¶ 28 (2002) (“*Streamlining Order*”) (Streamlined treatment is “presumed to apply” when “neither of the applicants is dominant with respect to any service . . . [and] where a transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction.”)

⁹ *Streamlining Order* at para. 30.

¹⁰ In the alternative, if the Commission prefers as a matter of convenience to process this Application together with other related applications filed in connection with the Transaction, the Applicants will have no objection if the Commission removes this Application from streamlined processing pursuant to Section 63.03(c) of the Commission’s rules, 47 C.F.R. § 63.03(c).

Affiliates of the Applicants have also filed (or anticipate filing) separate applications for consent to the assignment and transfer of control of Cable Television Relay Service ("CARS") licenses,¹¹ as well as the transfer of control of certain common carrier microwave licenses.

(10) Statement whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

The Applicants are not requesting such special consideration of this Application.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

No such waiver requests are being filed.

(12) A statement showing how grant of the application will serve the public interest, convenience, and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

The Transaction will serve the public interest. *First*, by separating the TWX media content businesses from the TWC content delivery and communications platforms, the Transaction will place both companies in a better position to improve the number and quality of products and services they provide, to the ultimate benefit of consumers, including both their current customers and prospective new customers. *Second*, the Transaction is designed to deliver these public interest benefits in a manner that is seamless and transparent to customers; indeed, the Transaction will not cause any interruption or change to any customer's services. *Third*, following the consummation of the Transaction, the programming interests currently held by TWX will no longer be affiliated in any way with TWC. Likewise, the TWC cable systems will no longer be affiliated in any way with TWX. Thus, to the extent any party has identified

¹¹ Public Notice, *Time Warner Seeks FCC Consent to Assign or Transfer (sic) Control of Licenses and Authorizations in Connection with Time Warner Cable Separation*, MB Docket No. 08-120, DA 08-1574 (rel. July 1, 2008).

concerns regarding vertical integration in the past, the Transaction will substantially reduce the vertical integration of TWC,¹² and will eliminate the vertical integration of TWX.¹³

The Applicants will continue to offer intrastate and domestic interstate interexchange services after the closing of the transaction without reduction, impairment, or discontinuance of service to any customer. The Transaction will not cause any interruption in service to customers, nor will it cause any change to the rates, terms or conditions governing the Applicants' services. The proposed Transaction will thus be seamless and transparent to customers of the Applicants. The Applicants will continue to offer service to their customers under the same name, and will continue to be led by their existing, experienced management team.

¹² TWC will continue to own its local and regional programming services, including Capital News 9-Albany (Albany, NY); MetroSports (Kansas City, MO); News 8 Austin (Austin, TX); News 10 Now-Syracuse (Syracuse, NY); News 14, Carolina (Charlotte, Raleigh and Greensboro, NC); NY1 News (New York, NY); NY1 Noticias (New York, NY); and R News (Rochester, NY). TWC also will continue to hold indirect, minority interests in SportsNet New York; iN DEMAND, L.L.C., which provides video-on-demand services and operates the MOJO programming network; and Music Choice, which provides music programming services.

¹³ TWX will retain its ownership interests in various programming services, including the HBO channels, the Cinemax channels, TBS, the CNN channels, TNT, Turner Classic Movies, Cartoon Network, and Boomerang.

Please contact the undersigned with any inquiries concerning this Application.

Respectfully submitted,

/s/ Susan A. Mort

Edward Weiss
Senior Vice President and
Deputy General Counsel
Time Warner Inc.
One Time Warner Center
New York, New York 10019
(212) 484-8000 (Tel)
ed.weiss@timewarner.com

Susan A. Mort
Senior Counsel
Time Warner Inc.
800 Connecticut Avenue, N.W.
Washington, D.C. 20006
(202) 530-5460 (Tel)
(202) 530-3442 (Fax)
susan.mort@timewarner.com

Michael H. Hammer
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006-1238
(202) 303-1110 (Tel)
(202) 303-02110 (Fax)
mhammer@willkie.com

Attorneys for:
Time Warner Inc.

/s/ Julie P. Laine

Julie P. Laine
Vice President & Chief Counsel, Telephony
Time Warner Cable Inc.
290 Harbor Drive
Stamford, Connecticut 06902

Matthew A. Brill
Richard R. Cameron
Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, D.C. 20004

Attorneys for:

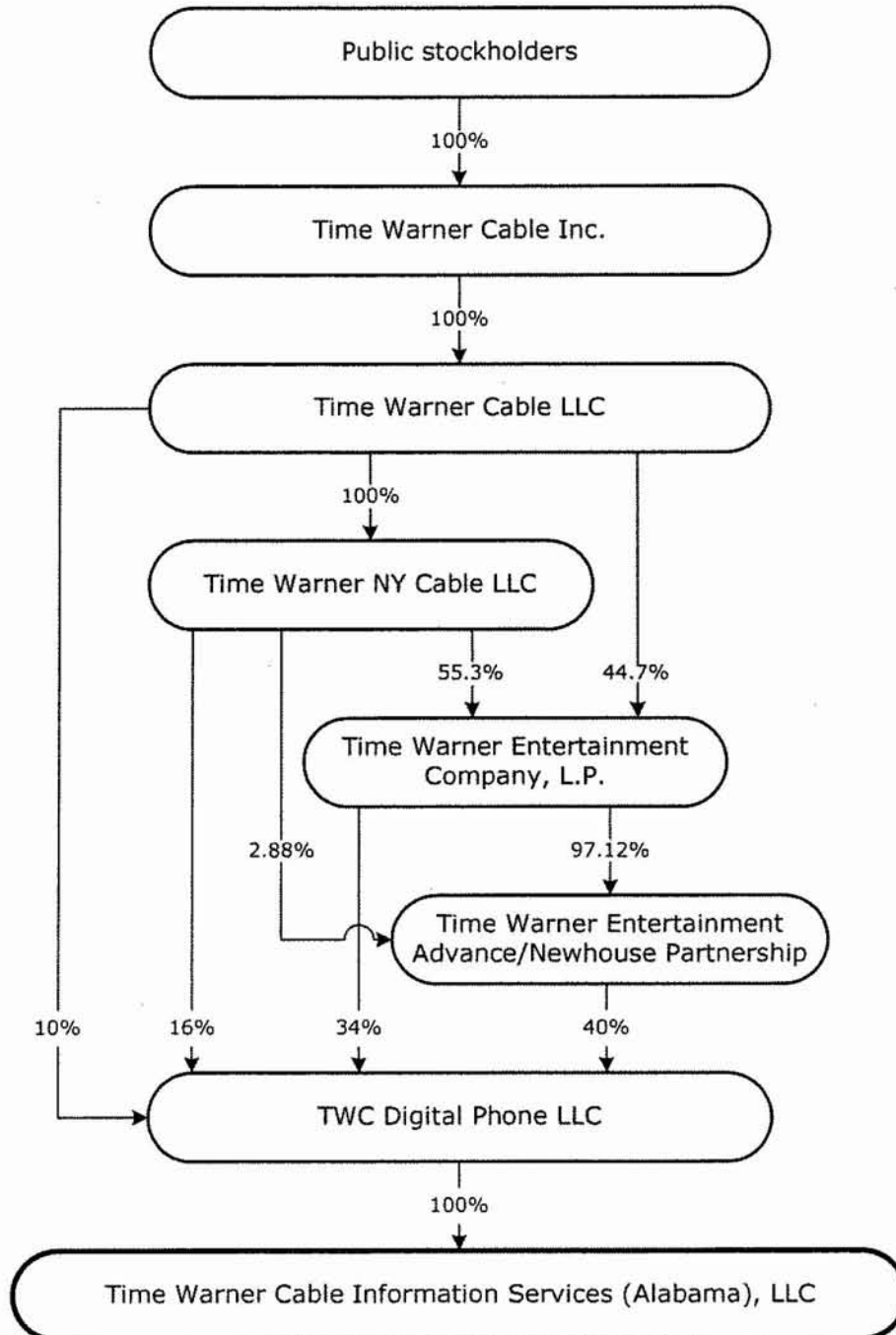
Time Warner Cable Inc.
Time Warner Cable Information Services (Alabama), LLC
Time Warner Cable Information Services (Arizona), LLC
Time Warner Cable Information Services (California), LLC
Time Warner Cable Information Services (Georgia), LLC
Time Warner Cable Information Services (Hawaii), LLC
Time Warner Cable Information Services (Idaho), LLC
Time Warner Cable Information Services (Indiana), LLC
Time Warner Cable Information Services (Kansas), LLC
Time Warner Cable Information Services (Kentucky), LLC
Time Warner Cable Information Services (Maine), LLC
Time Warner Cable Information Services (Massachusetts), LLC
Time Warner Cable Information Services (Missouri), LLC
Time Warner Cable Information Services (Nebraska), LLC
Time Warner Cable Information Services (New Hampshire), LLC
Time Warner Cable Information Services (New Jersey), LLC
Time Warner ResCom of New York, LLC
Time Warner Cable Information Services (North Carolina), LLC
Time Warner Cable Information Services (Ohio), LLC
Time Warner Cable Information Services (Oklahoma), LLC
Time Warner Cable Information Services (Pennsylvania), LLC
Time Warner Cable Information Services (South Carolina), LLC
Time Warner Cable Information Services (Texas), LLC
Time Warner Cable Information Services (Virginia), LLC
Time Warner Cable Information Services (Washington), LLC
Time Warner Cable Information Services (West Virginia), LLC
Time Warner Cable Information Services (Wisconsin), LLC

Dated: August 22, 2008

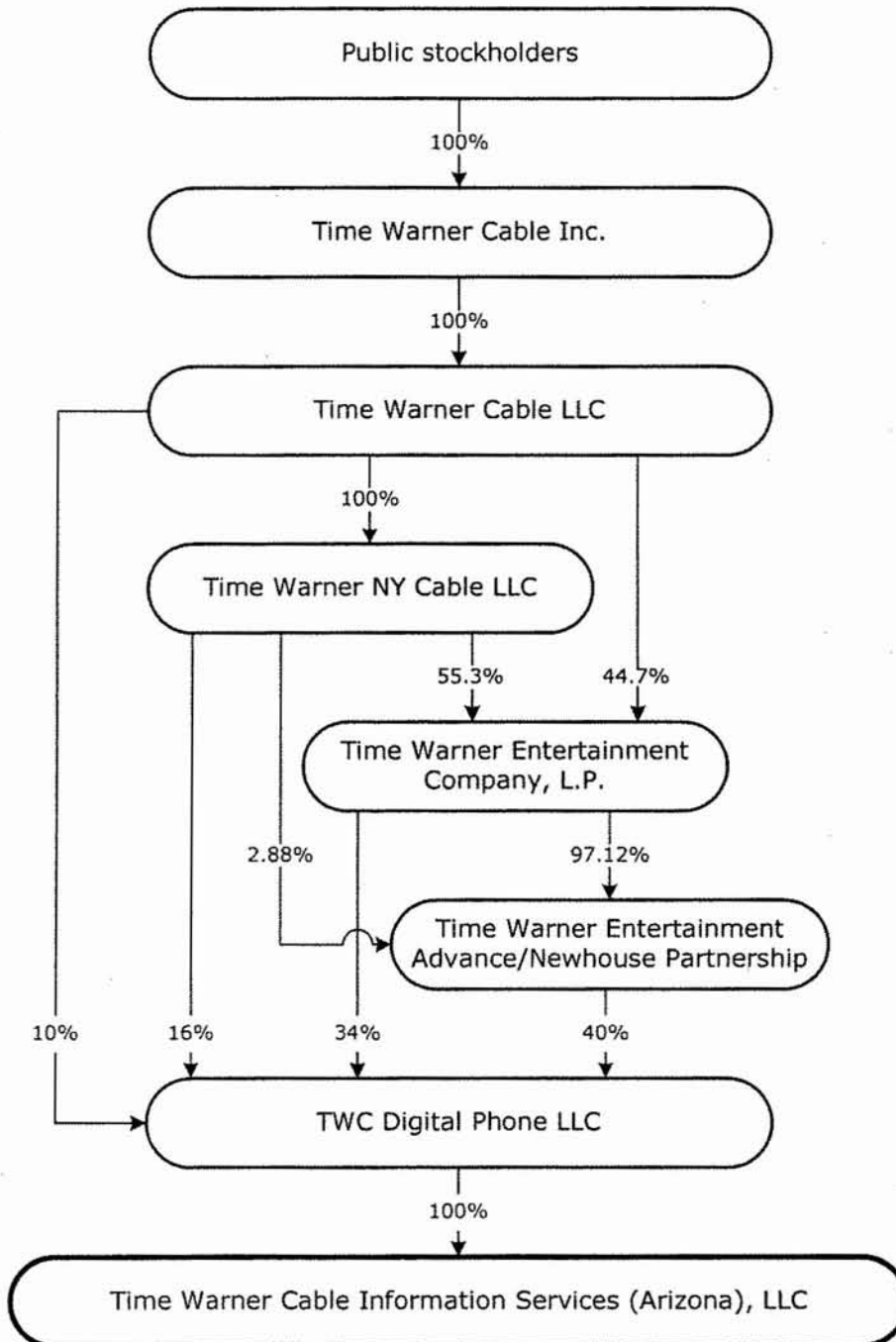
EXHIBIT A

POST-TRANSACTION CORPORATE ORGANIZATIONAL CHARTS

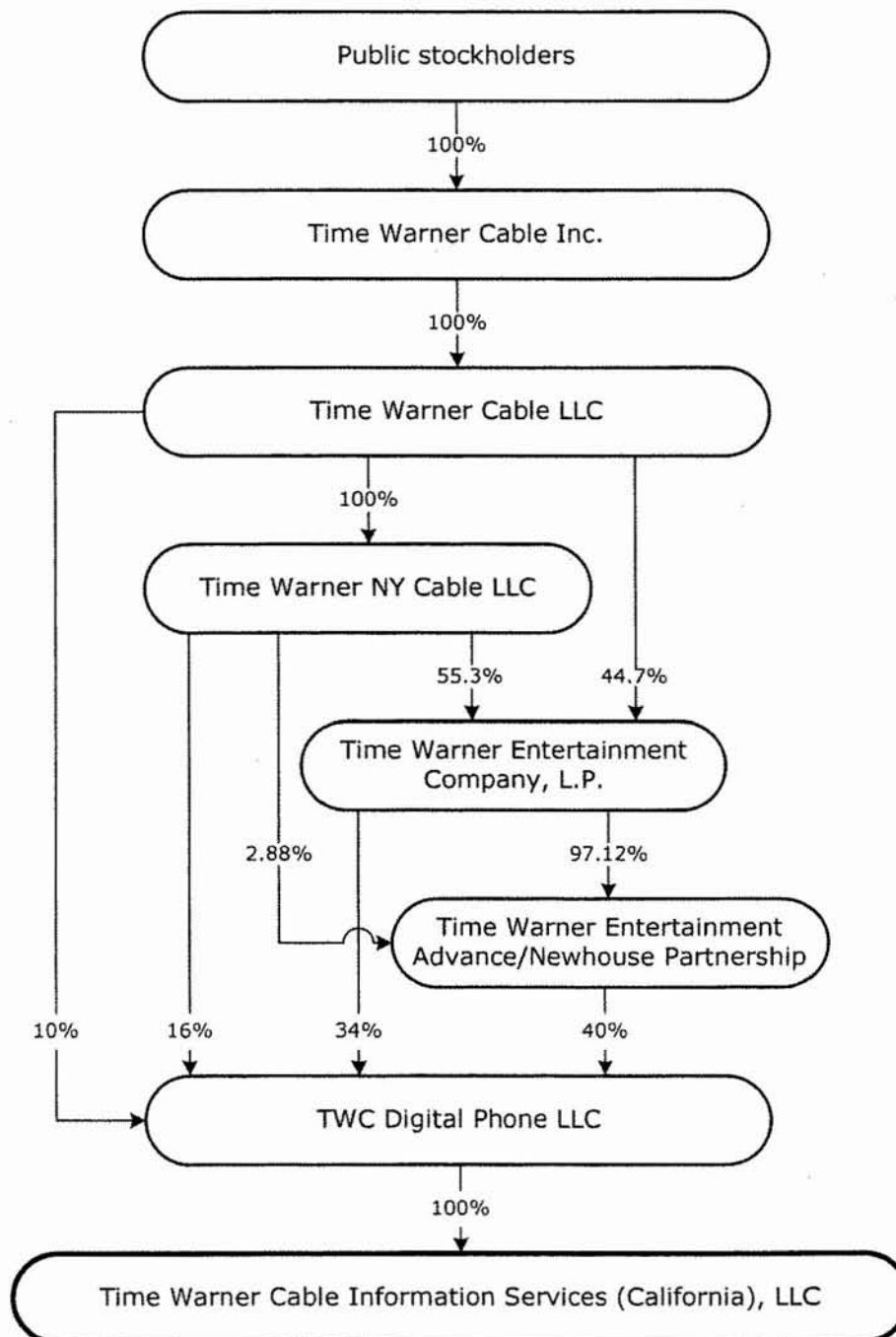
Time Warner Cable Information Services (Alabama), LLC



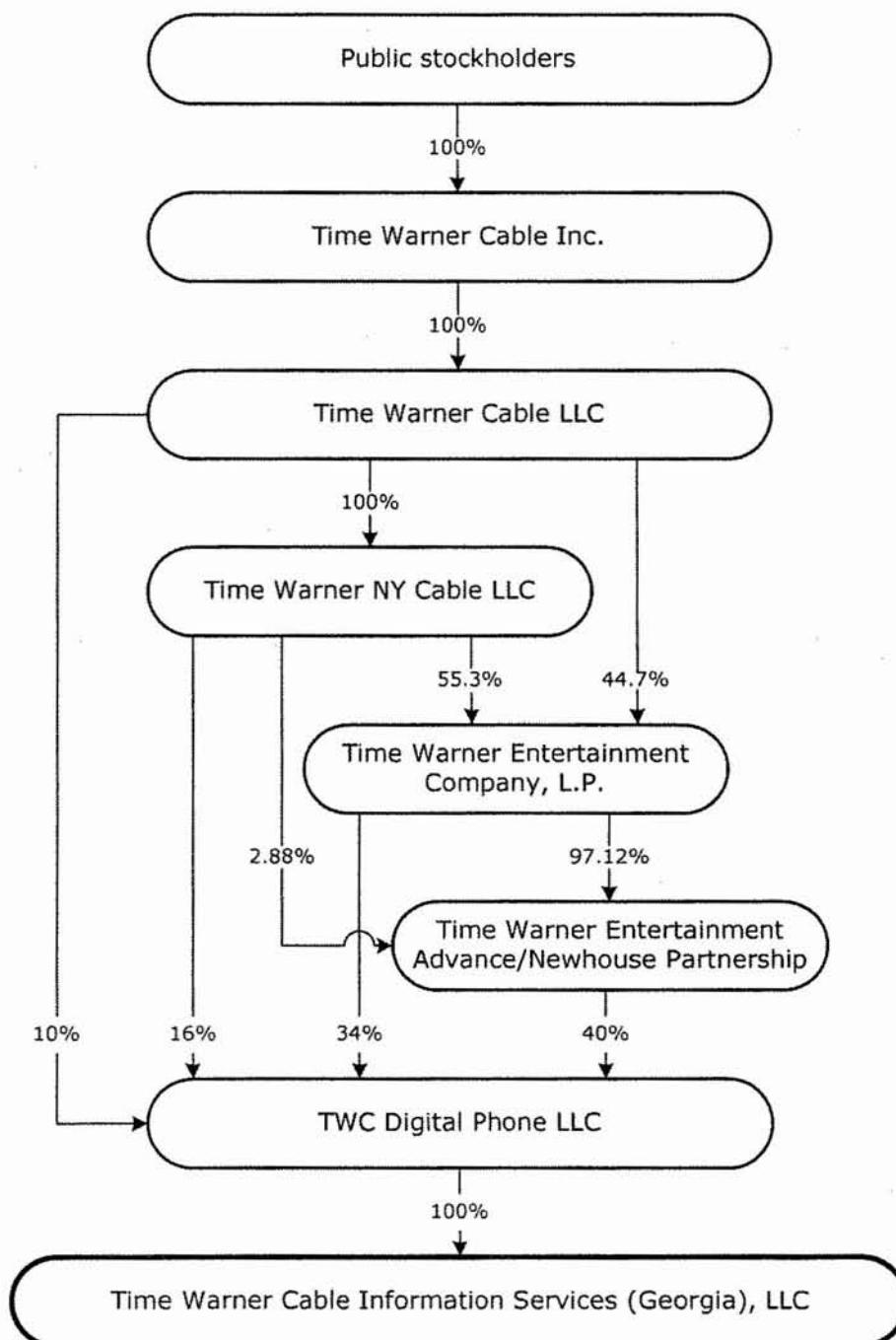
Time Warner Cable Information Services (Arizona), LLC



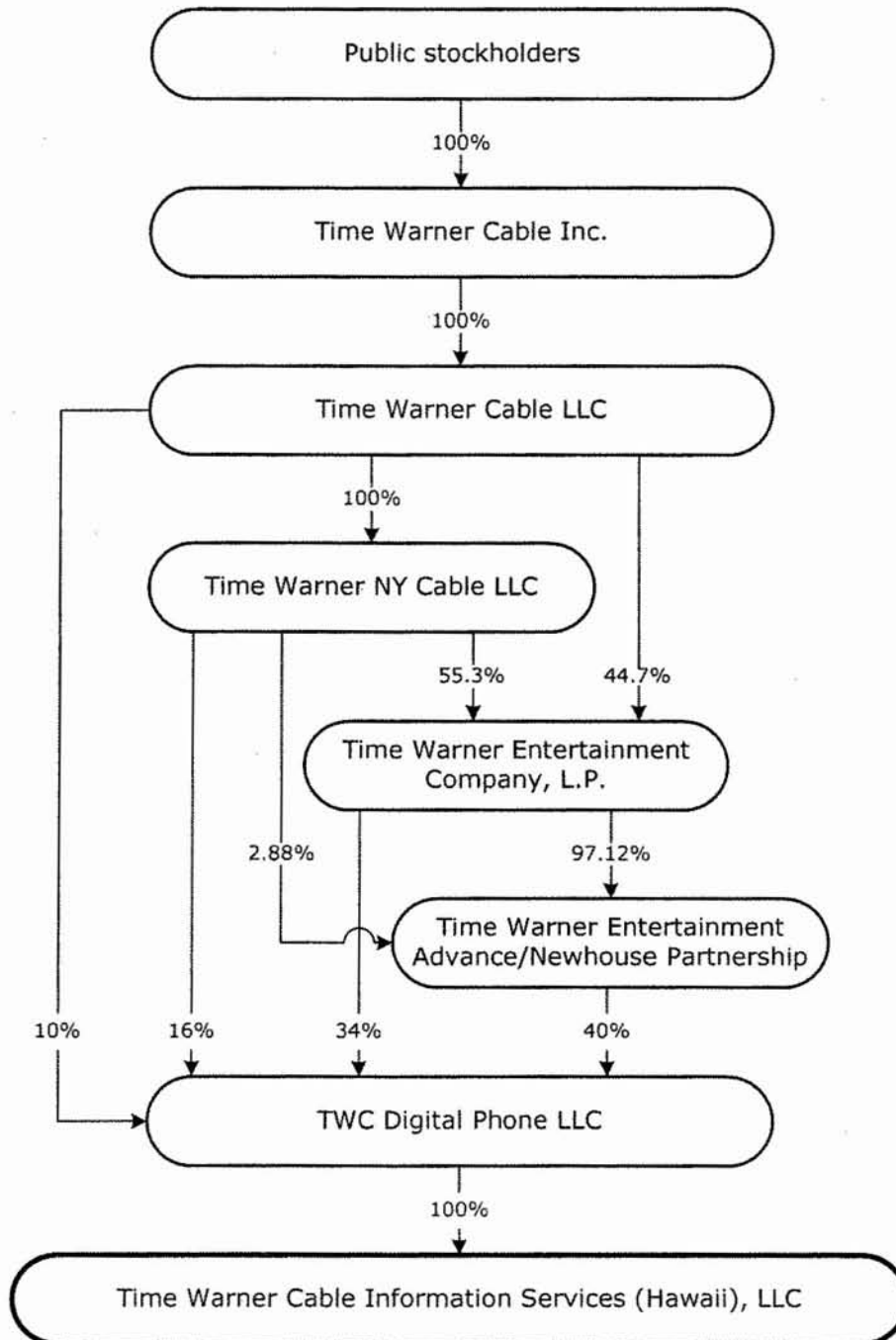
Time Warner Cable Information Services (California), LLC



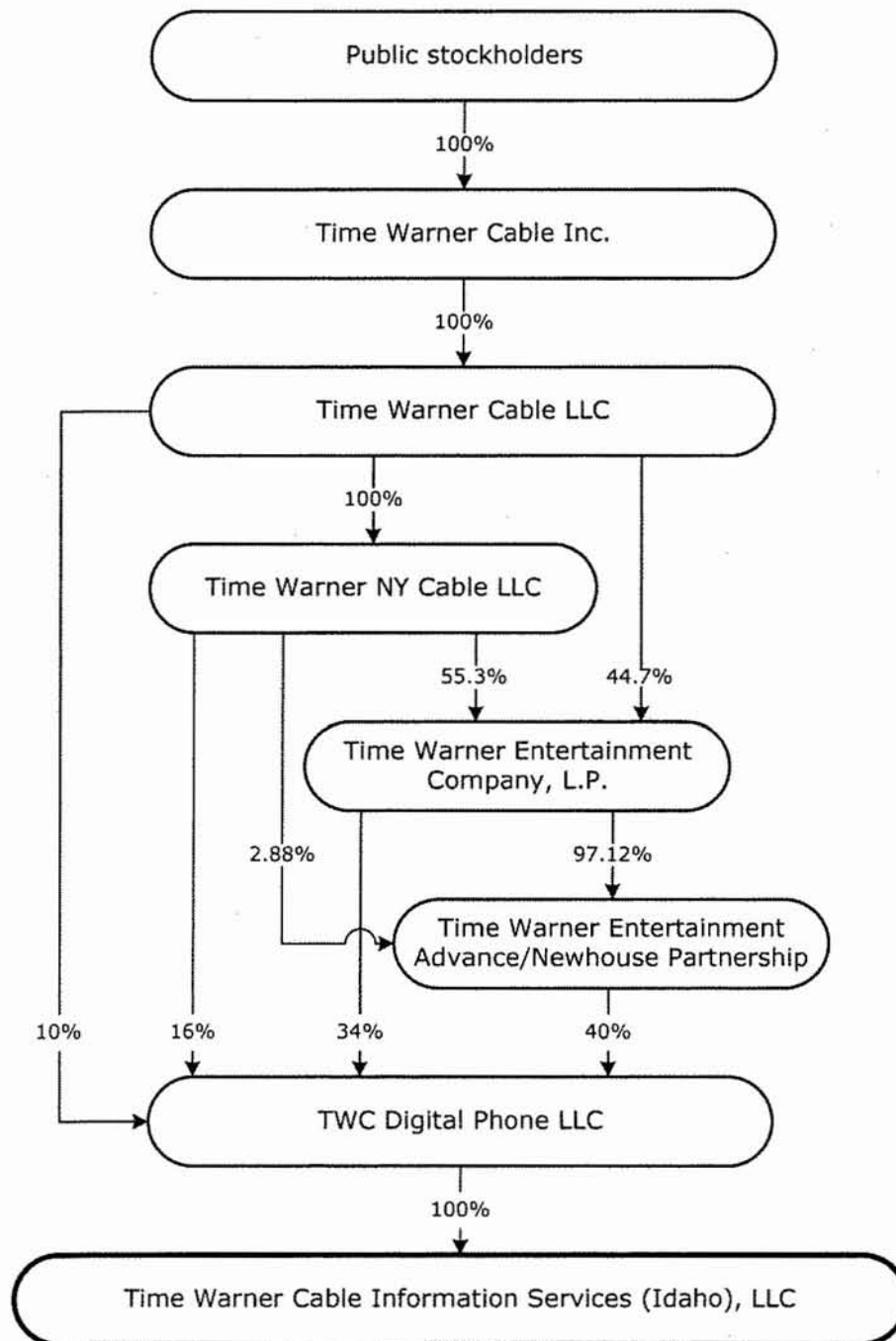
Time Warner Cable Information Services (Georgia), LLC



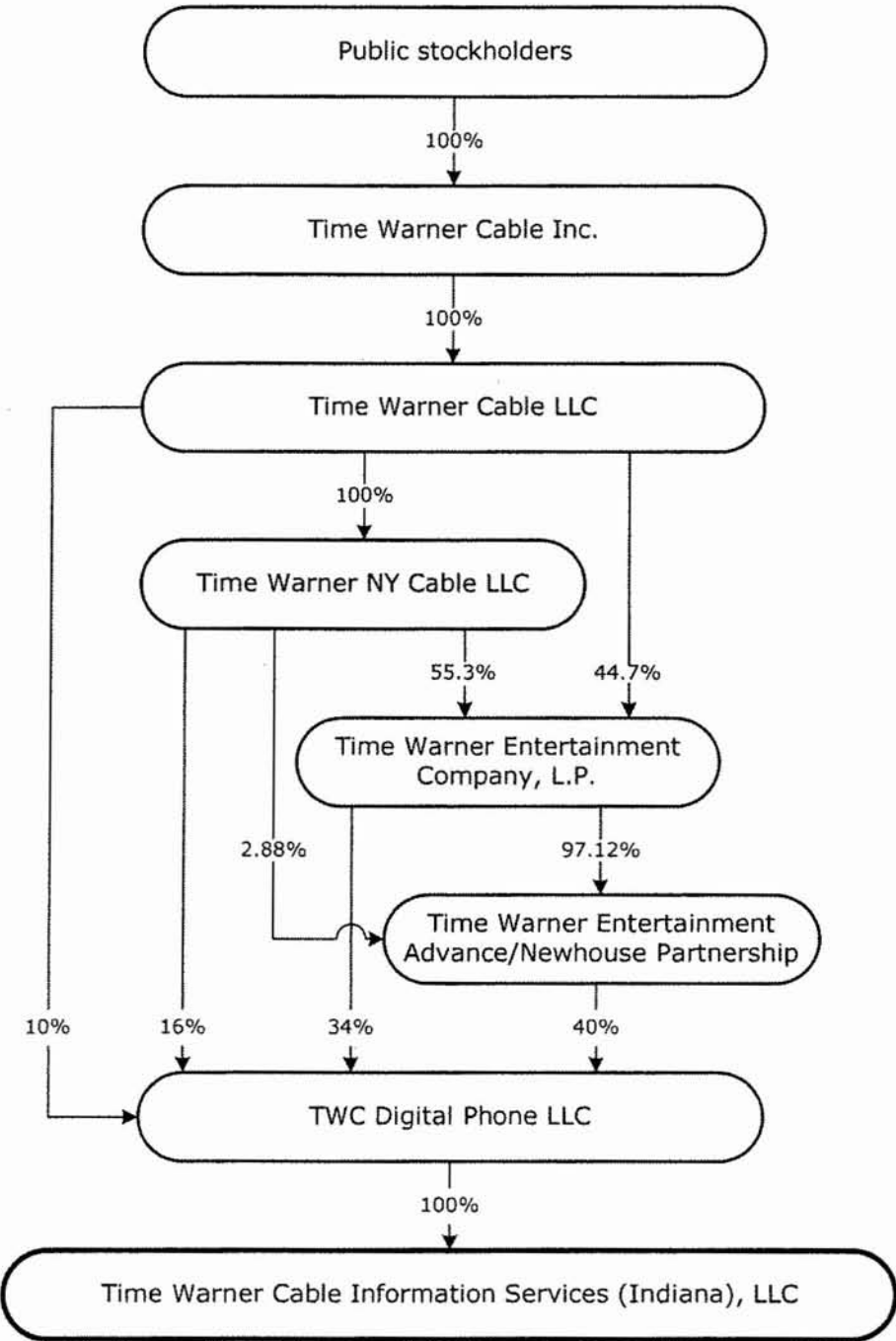
Time Warner Cable Information Services (Hawaii), LLC



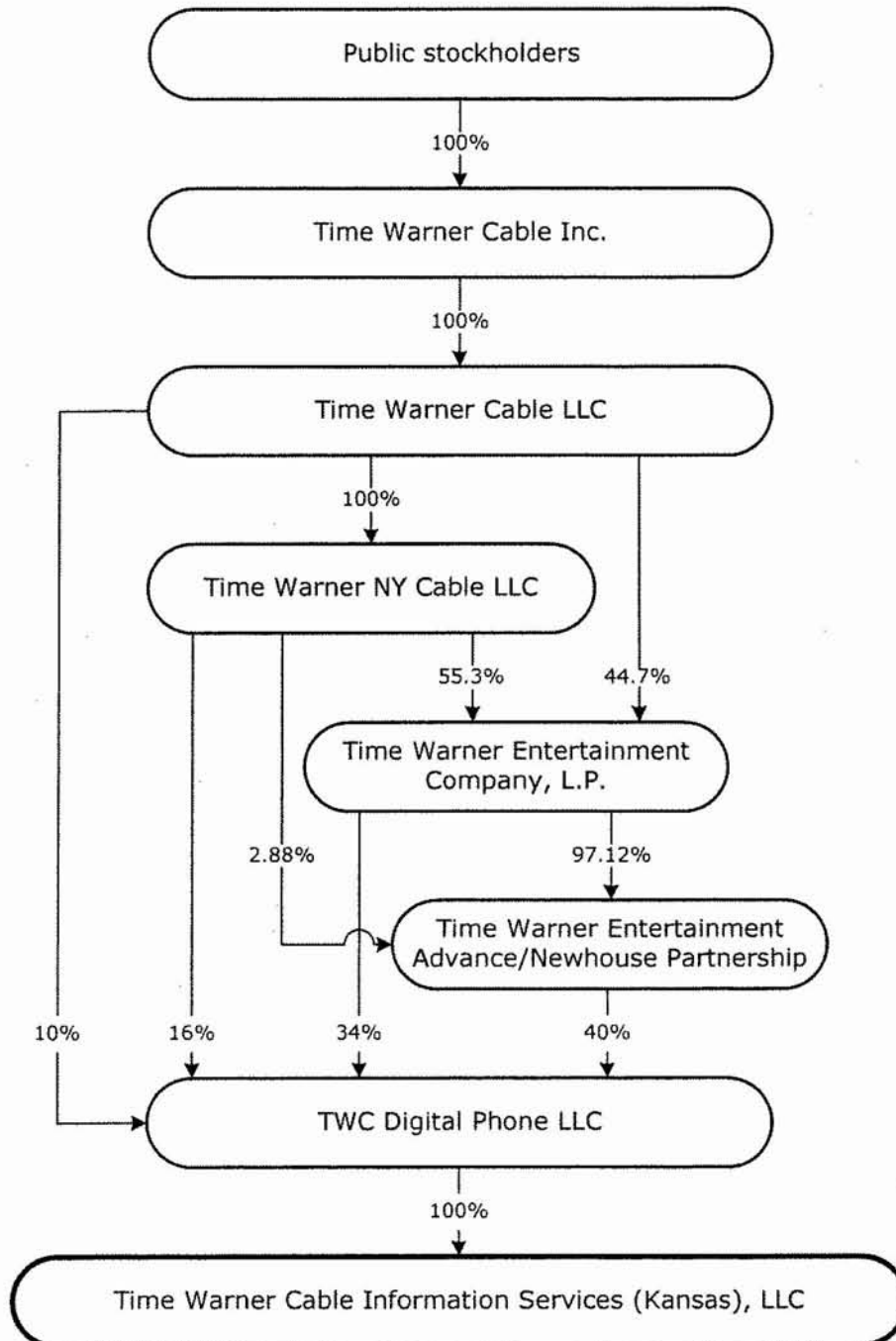
Time Warner Cable Information Services (Idaho), LLC



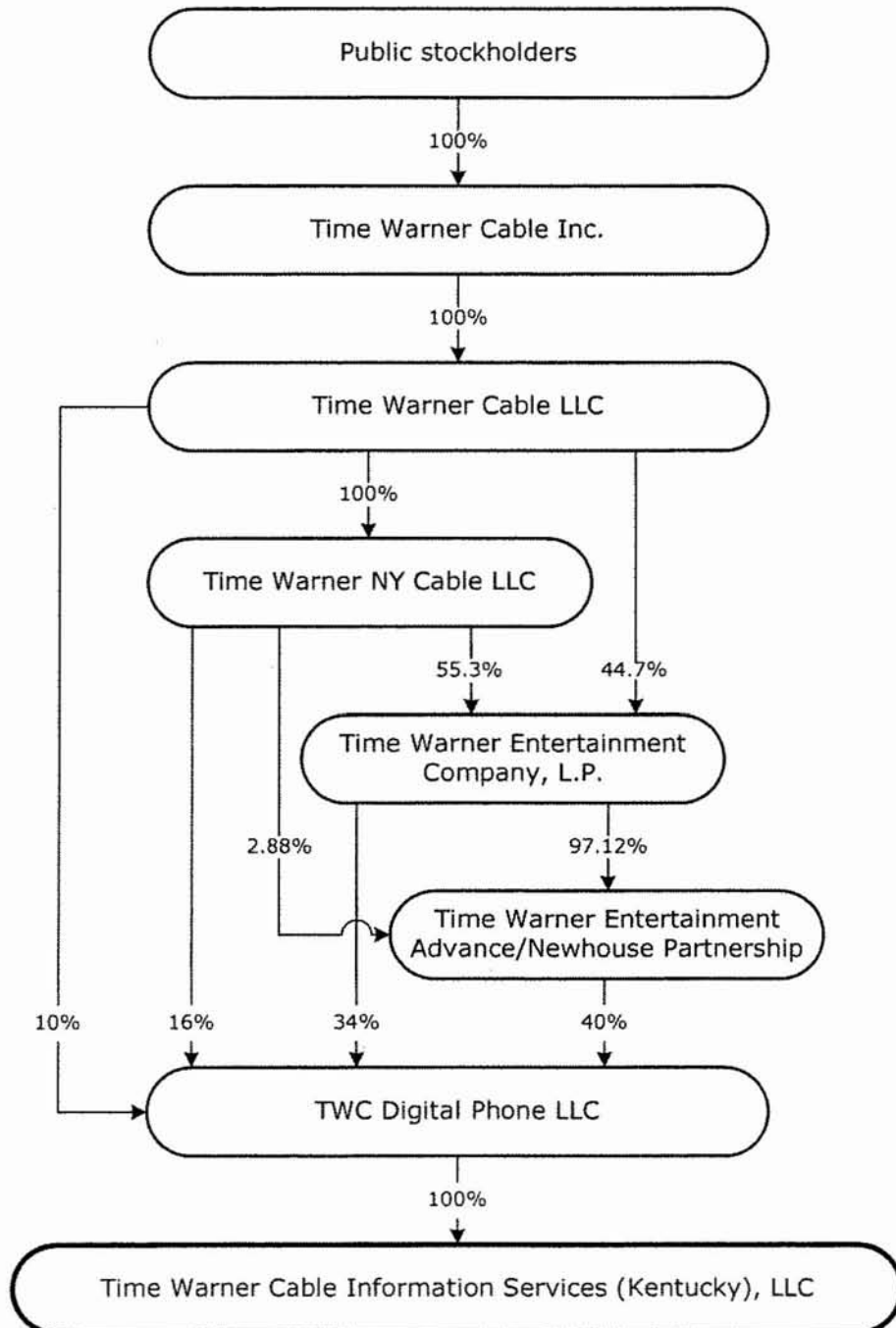
**Time Warner Cable Information
Services (Indiana), LLC**



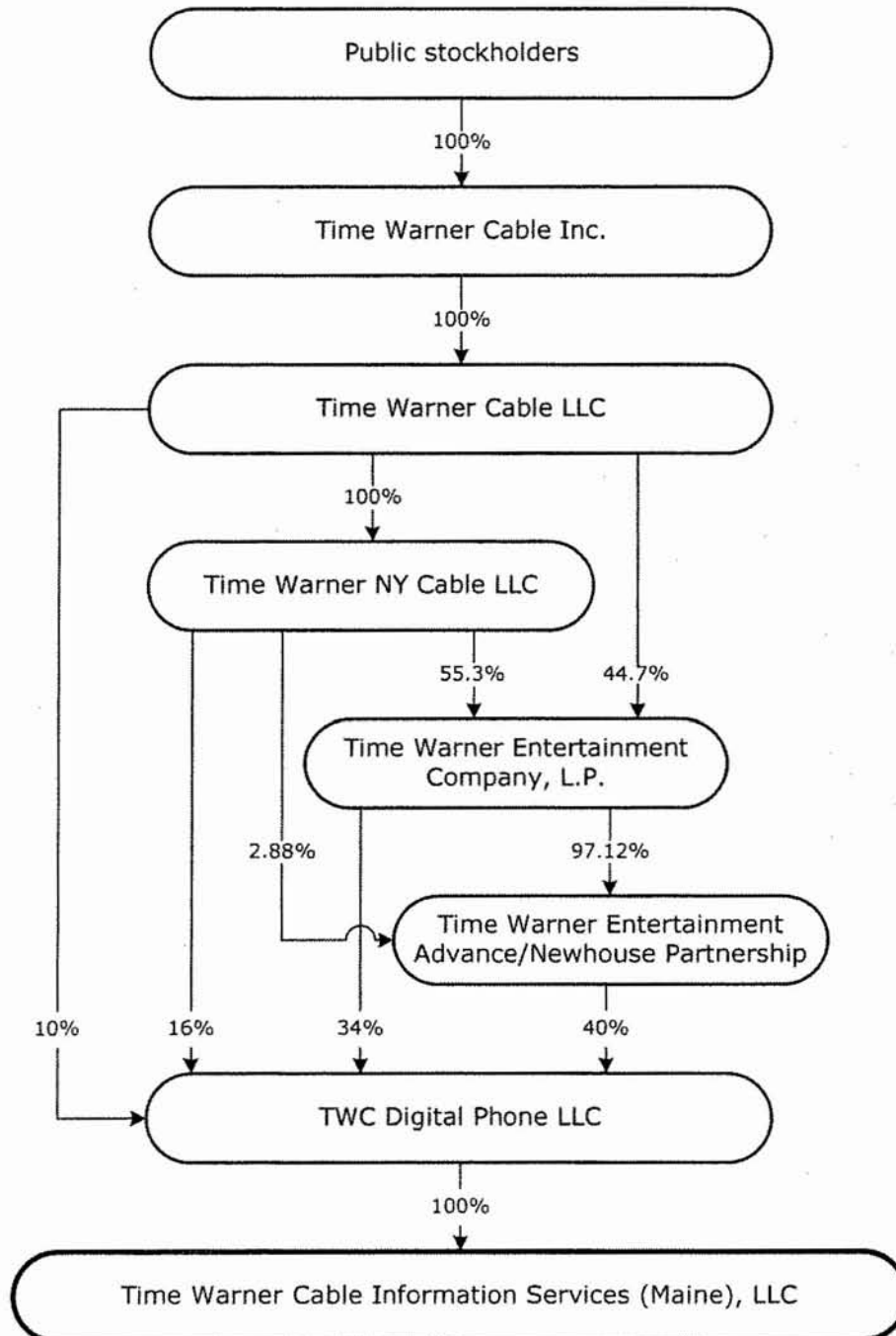
Time Warner Cable Information Services (Kansas), LLC



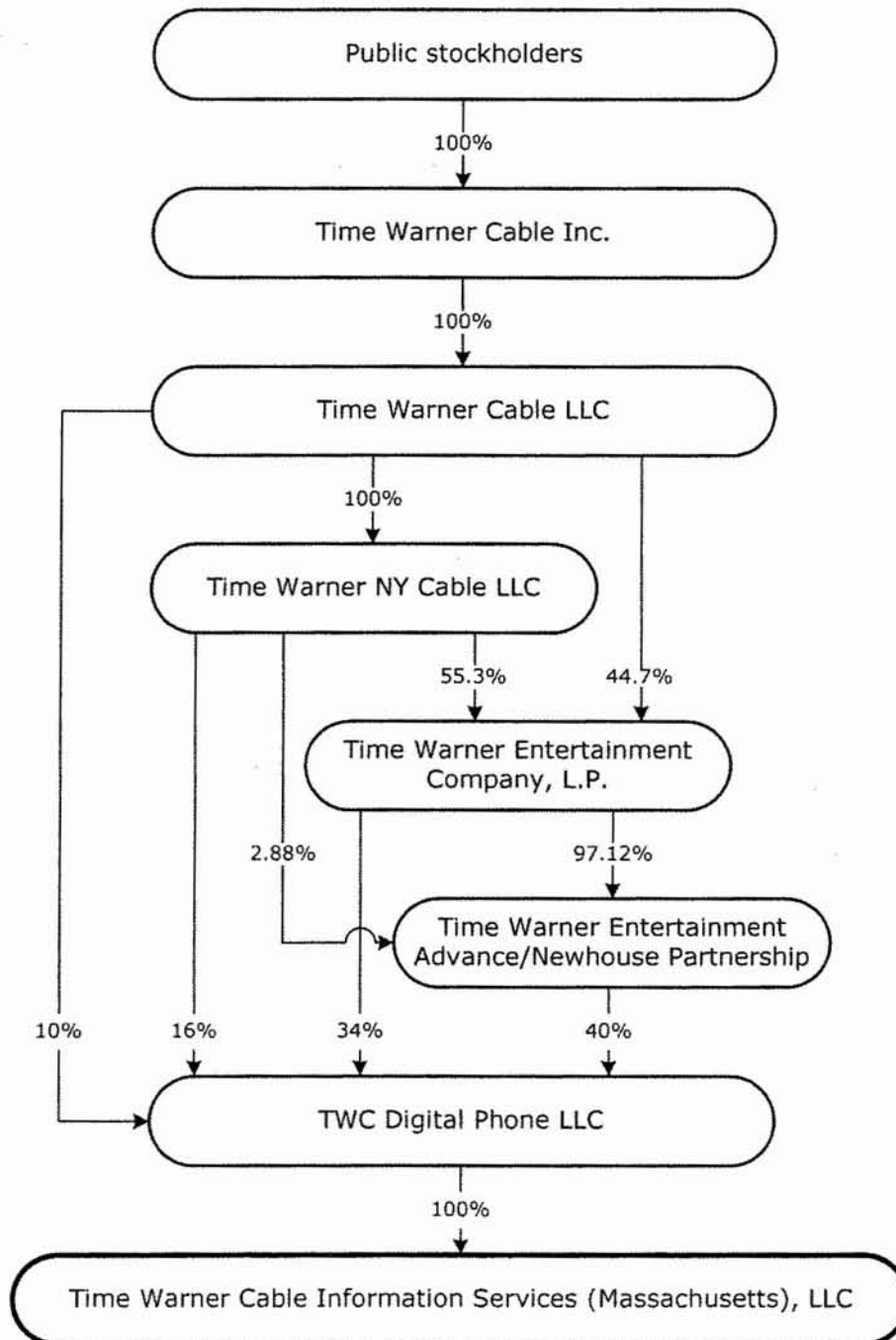
Time Warner Cable Information Services (Kentucky), LLC



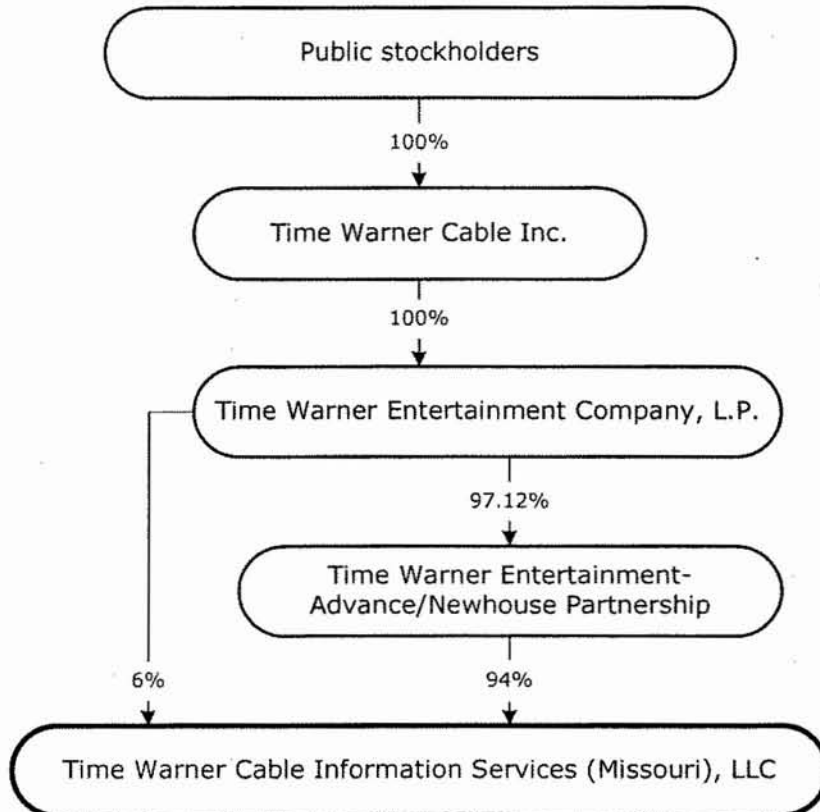
Time Warner Cable Information Services (Maine), LLC



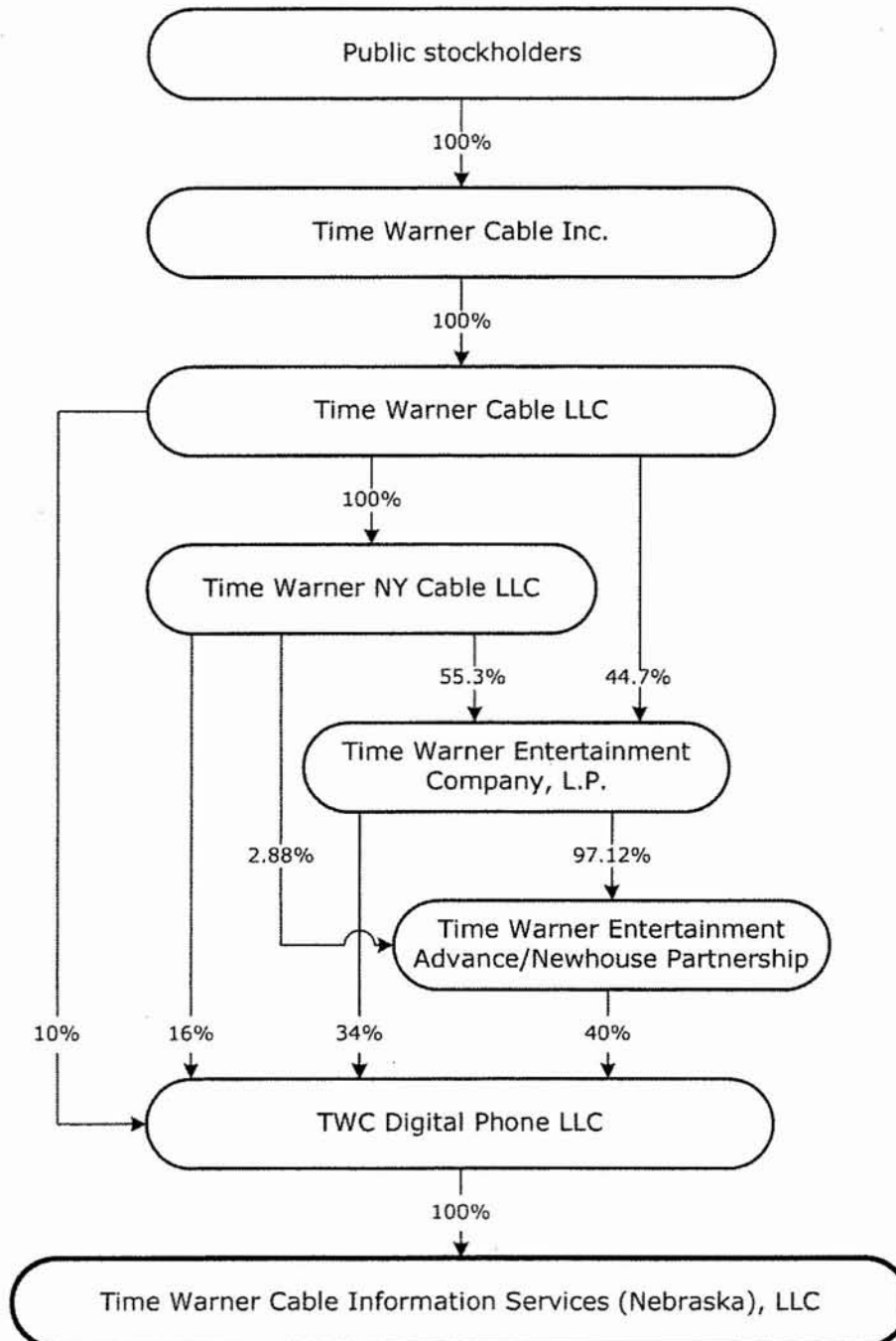
Time Warner Cable Information Services (Massachusetts), LLC



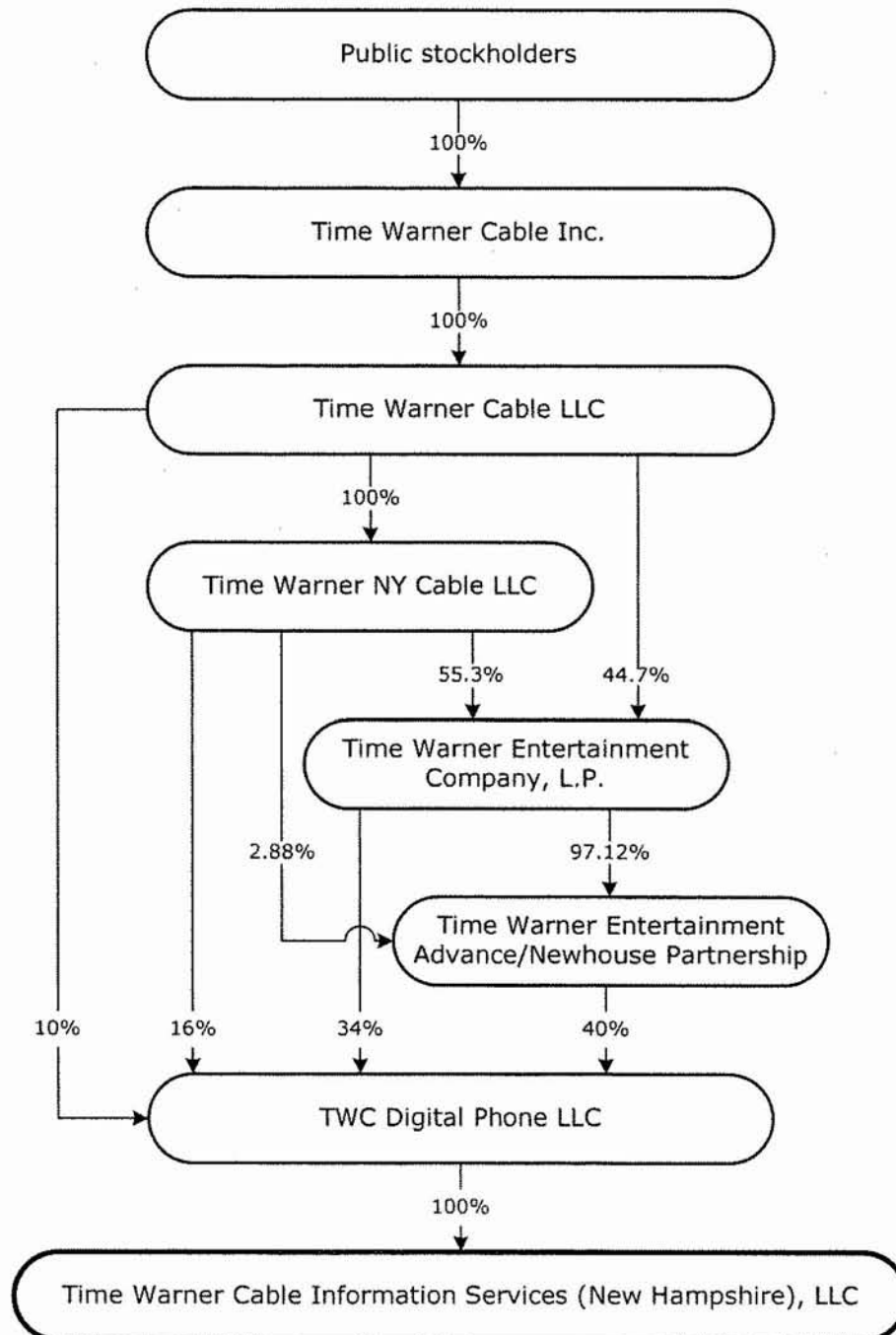
**Time Warner Cable Information
Services (Missouri), LLC**



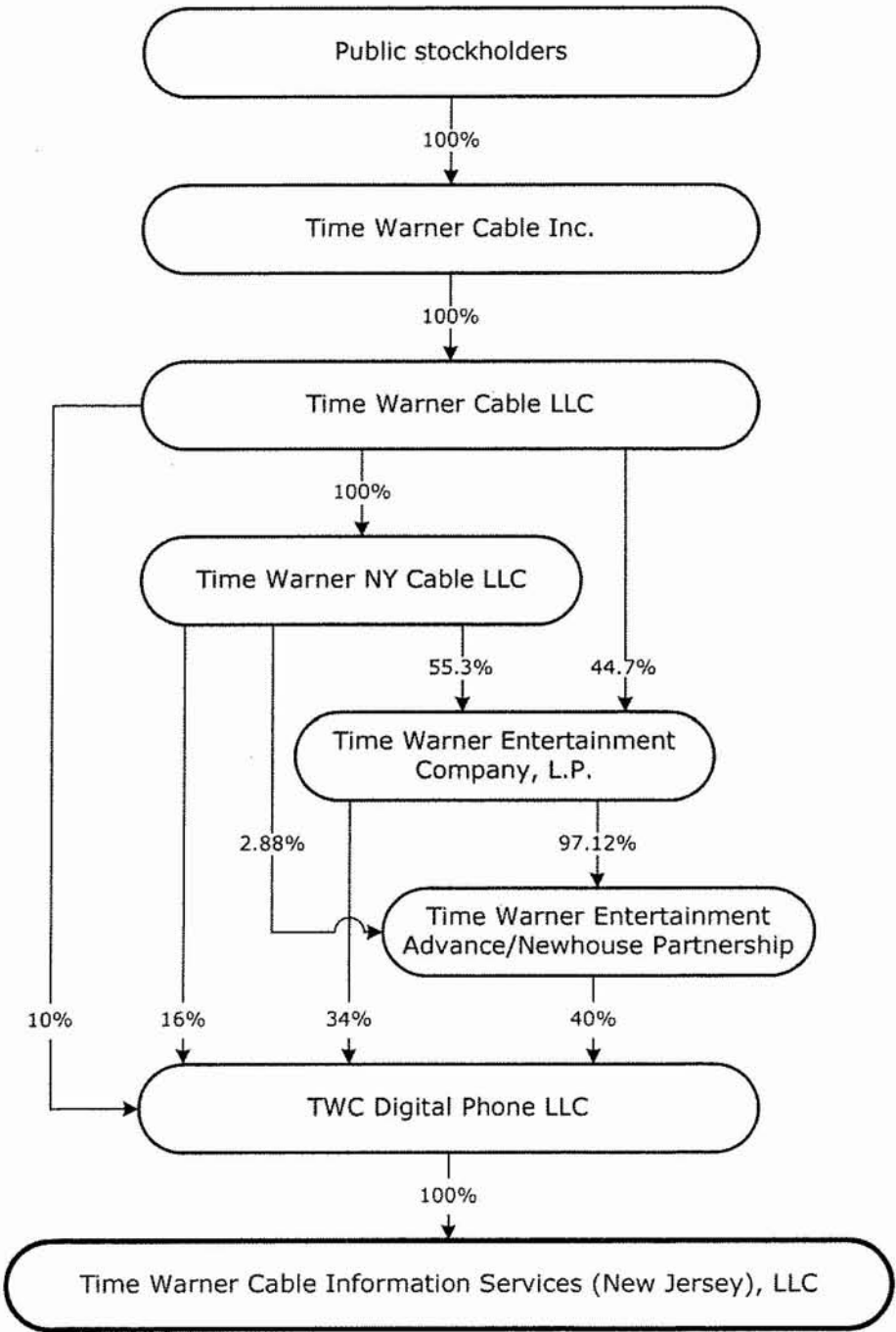
Time Warner Cable Information Services (Nebraska), LLC



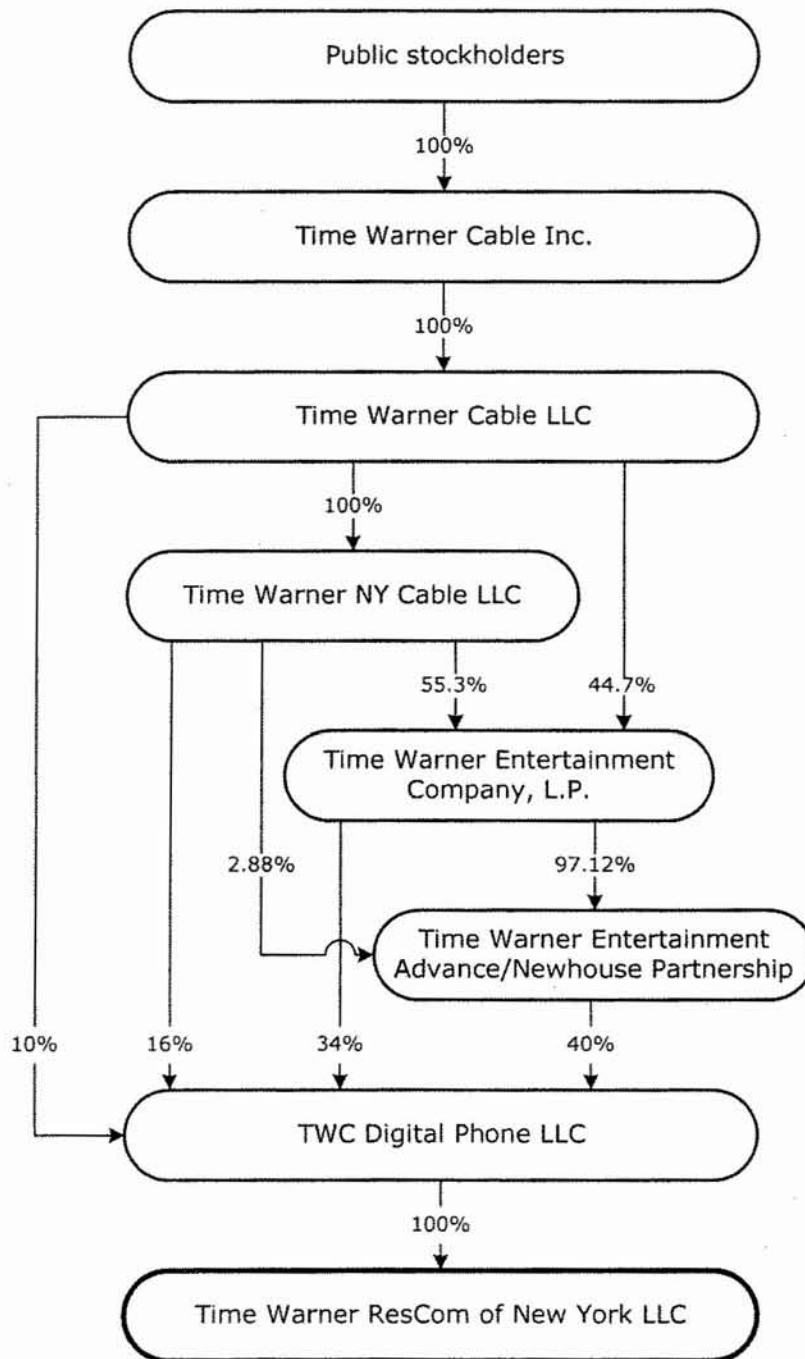
Time Warner Cable Information Services (New Hampshire), LLC



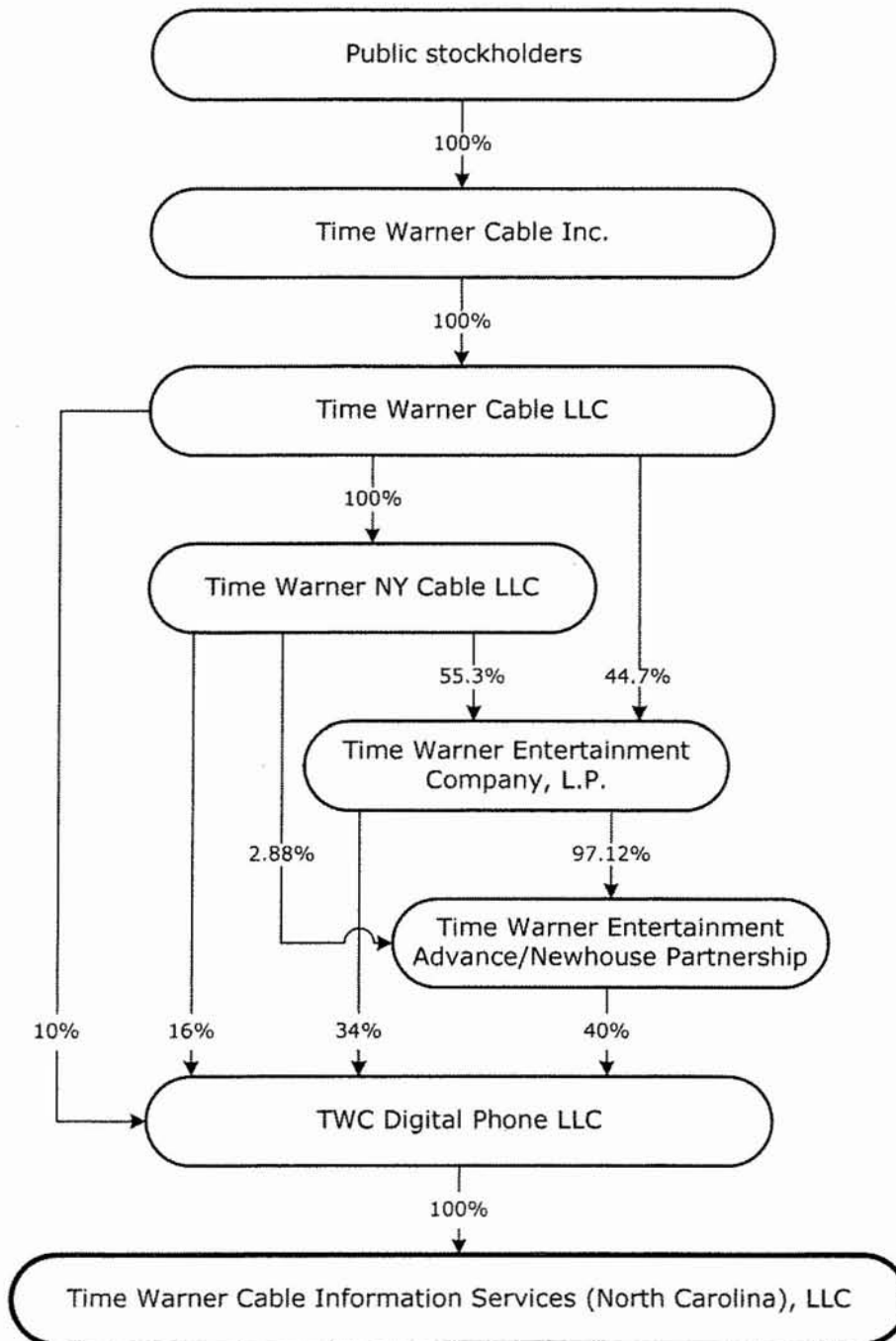
**Time Warner Cable Information
Services (New Jersey), LLC**



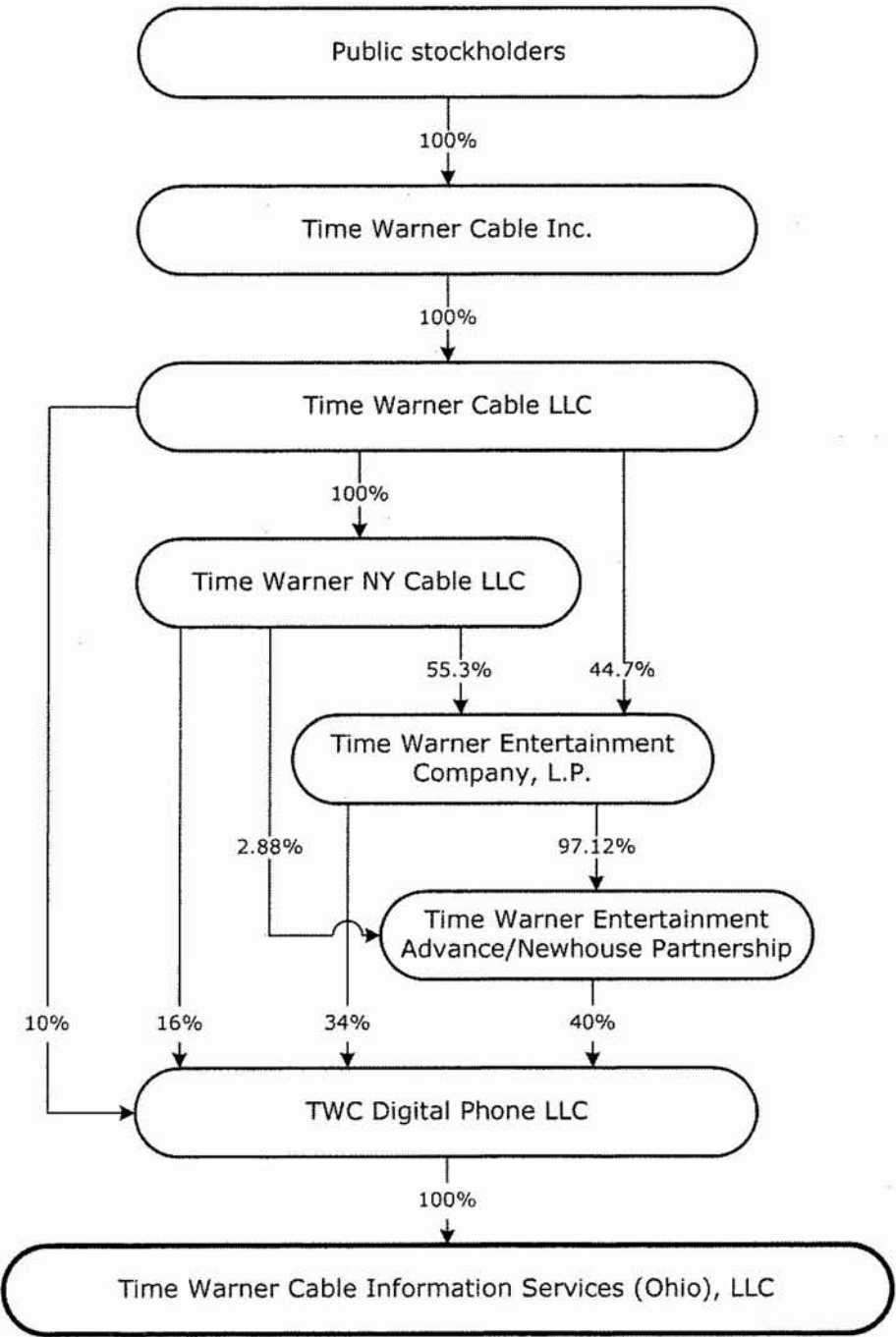
Time Warner ResCom of New York LLC



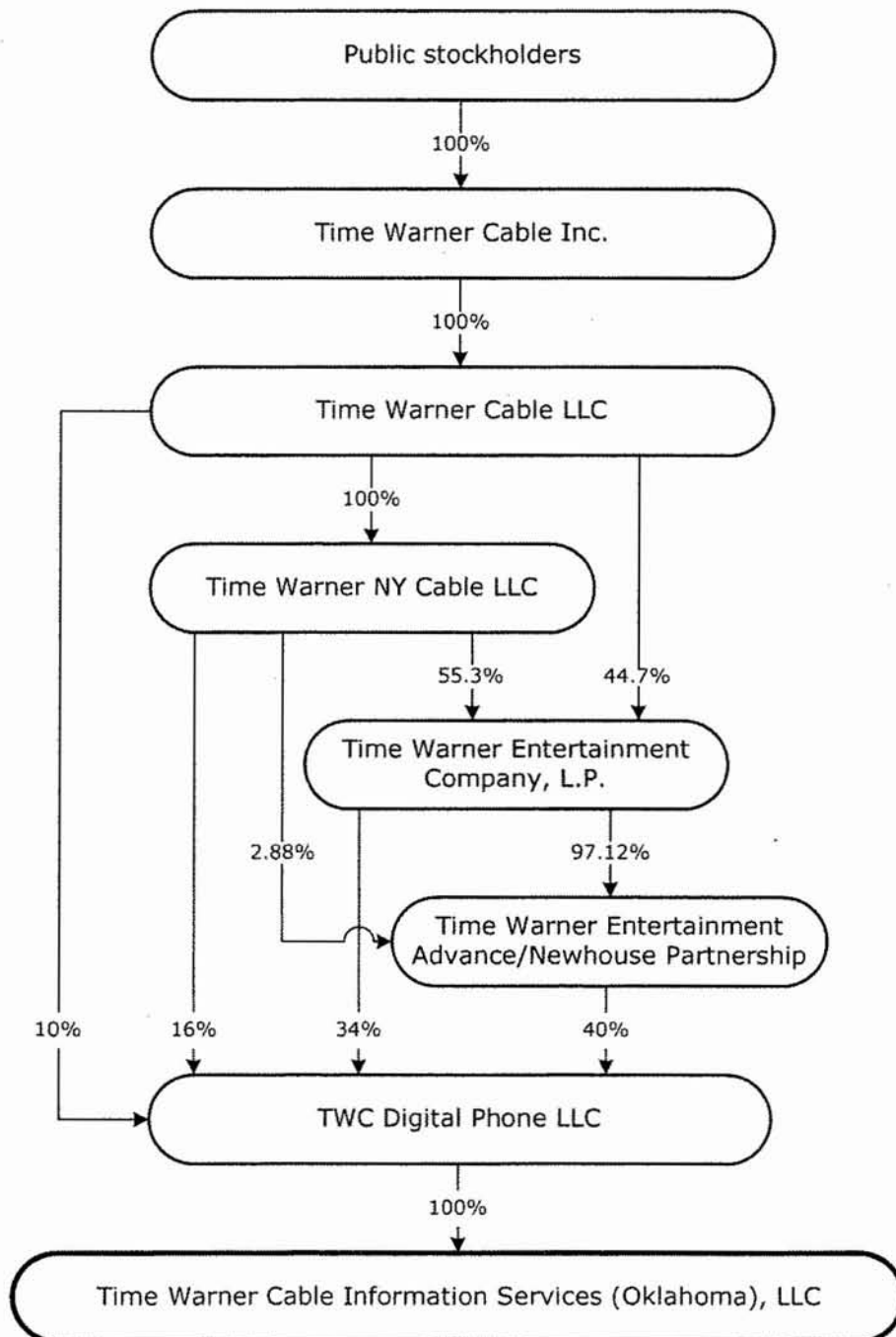
Time Warner Cable Information Services (North Carolina), LLC



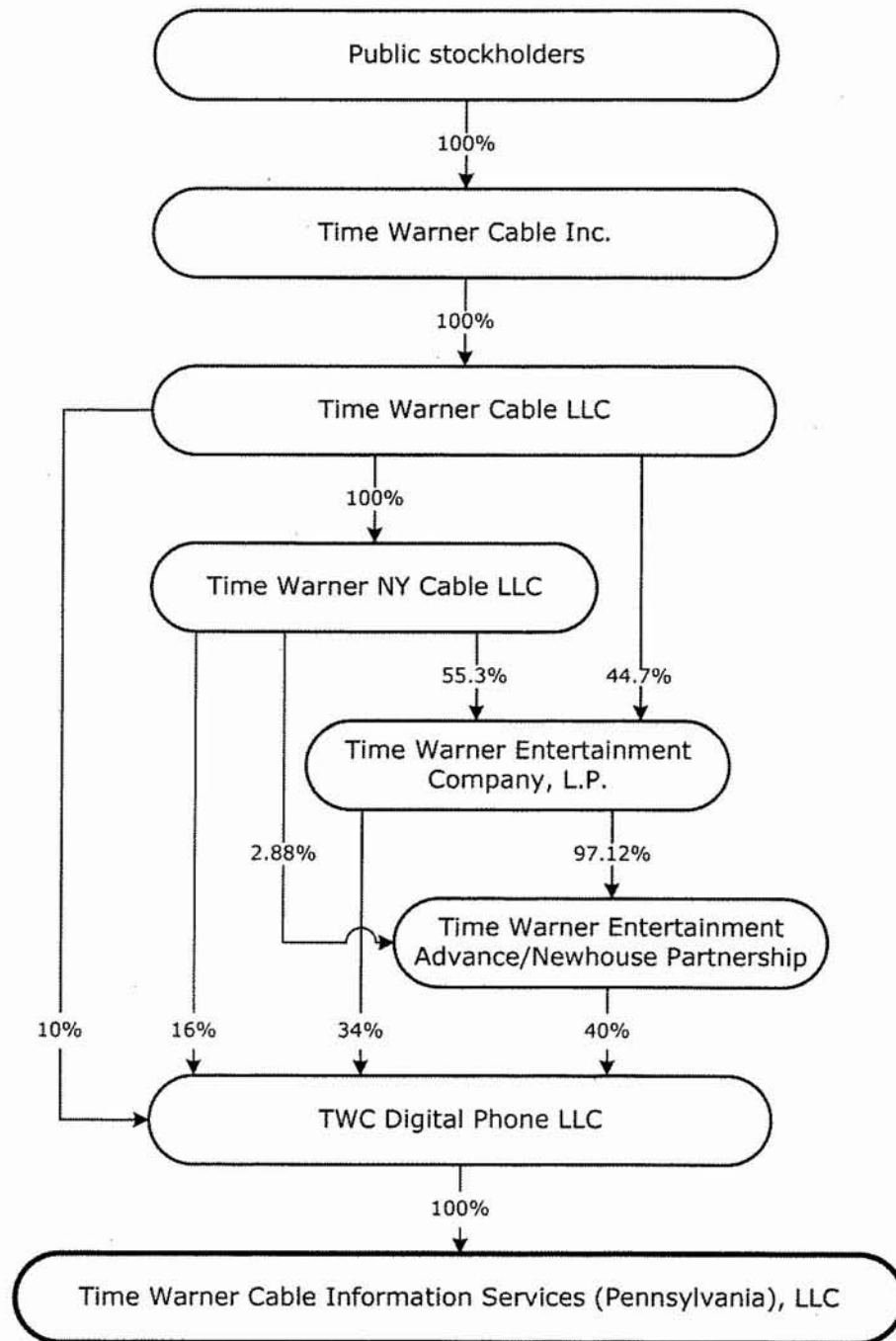
**Time Warner Cable Information
Services (Ohio), LLC**



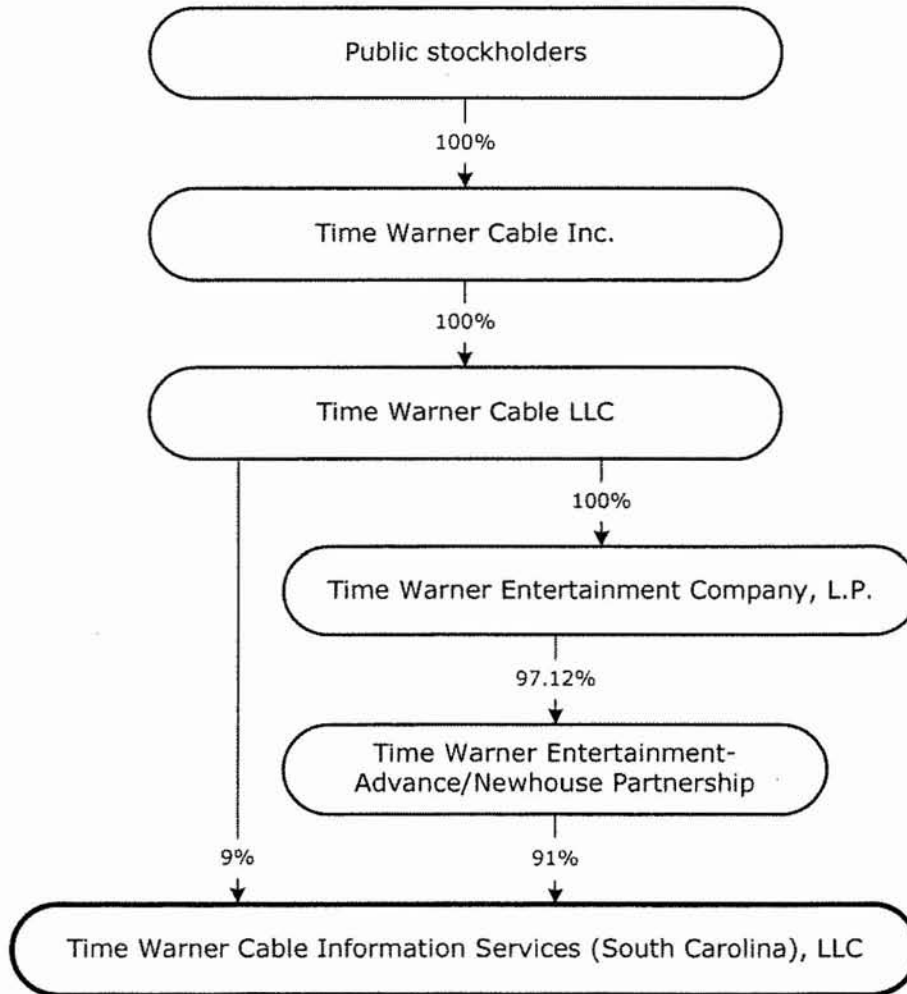
Time Warner Cable Information Services (Oklahoma), LLC



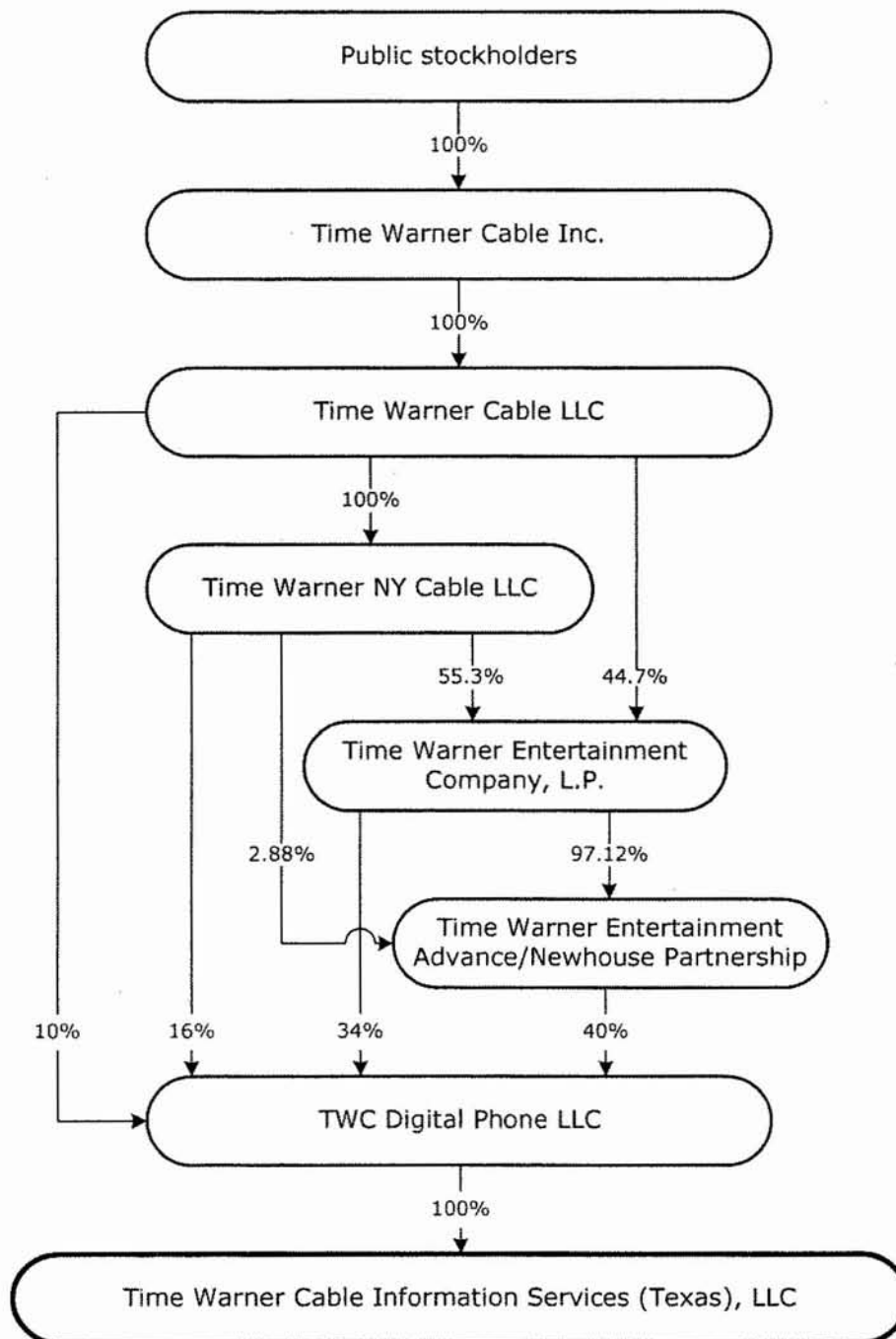
Time Warner Cable Information Services (Pennsylvania), LLC



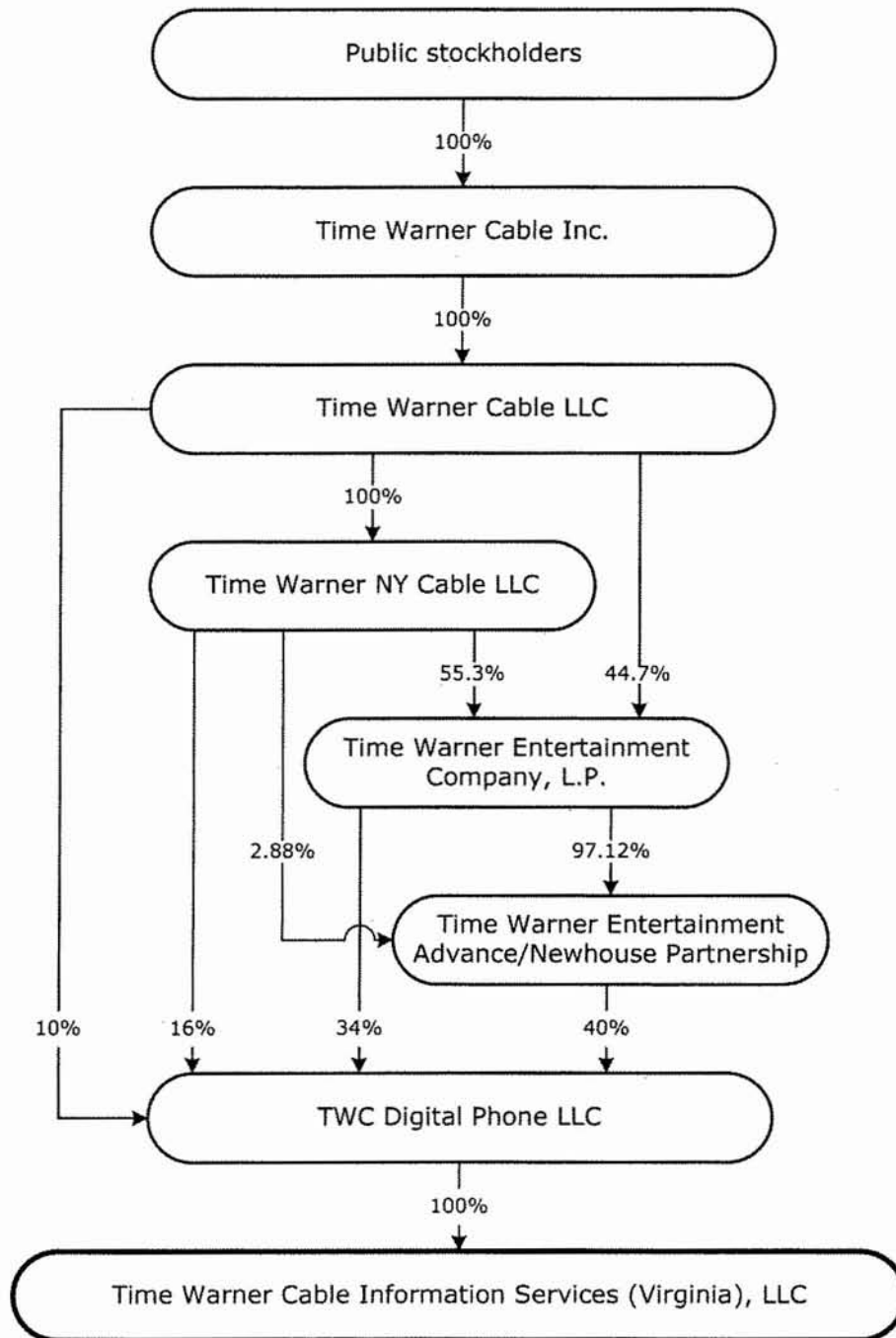
Time Warner Cable Information Services (South Carolina), LLC



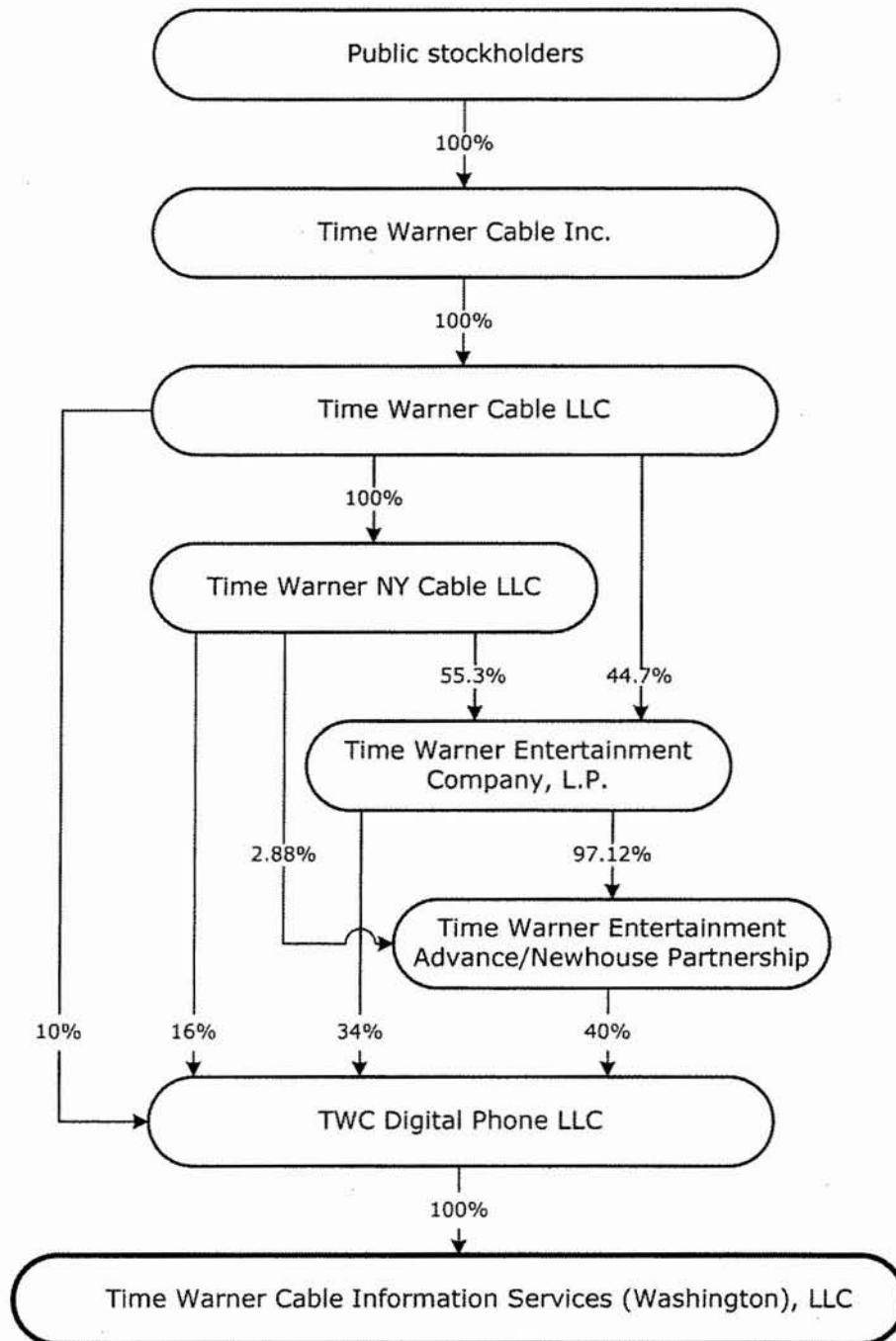
Time Warner Cable Information Services (Texas), LLC



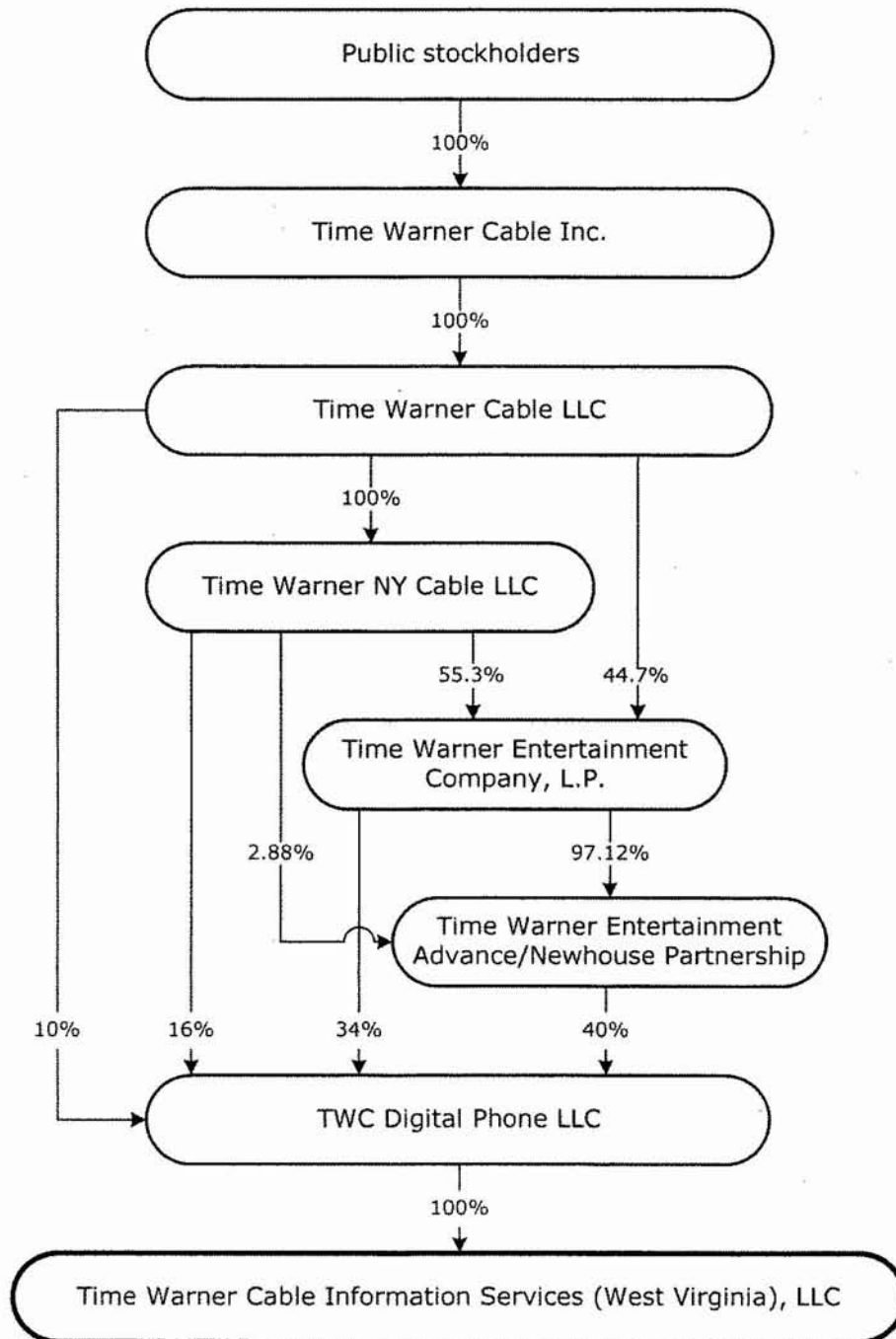
Time Warner Cable Information Services (Virginia), LLC



Time Warner Cable Information Services (Washington), LLC



Time Warner Cable Information Services (West Virginia), LLC



Time Warner Cable Information Services (Wisconsin), LLC

